

December 31, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2727831

COPY

IN THE MATTER OF

Adversary Proceedings & Contested Matter
File No. 40575-0003

For legal services rendered through November 30, 2003 (see attached Description of Legal Services for detail)	\$ 274,191.50
For disbursements incurred through November 30, 2003 (see attached Description of Expenses for detail)	\$ 14,682.17
Total for legal services rendered and expenses incurred	\$ 288,873.67

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	56.30	625.00	35,187.50
Damian D Capozzola	100.50	410.00	41,205.00
Shirley S Cho	1.50	445.00	667.50
Melissa M Dulac	44.90	345.00	15,490.50
Christopher Frost	44.00	395.00	17,380.00
Evan R Gartenlaub	5.50	385.00	2,117.50
Bryan D Hull	8.90	225.00	2,002.50
Steven R Kotarba	9.20	420.00	3,864.00
Peter J Leeson, IV	.30	345.00	103.50
Eric C Liebeler	34.60	525.00	18,165.00
Sydne J Michel	64.30	420.00	27,006.00
Drew D Panahi	59.40	270.00	16,038.00
Haleh Rahjoo	13.80	345.00	4,761.00
James B Ransom	66.90	395.00	26,425.50
Geoffrey A Richards	2.00	460.00	920.00
Romana O Samad	4.10	225.00	922.50
Laura Thomas	29.20	345.00	10,074.00
Richard J Tilley	3.70	310.00	1,147.00
Becca Wahlquist	25.90	310.00	8,029.00
Amanda J Wong	4.80	345.00	1,656.00
Richard L Wynne	9.70	670.00	6,499.00
Frank A Chavez	6.90	90.00	621.00
Catherine B Filippini	5.50	120.00	660.00
Andrew J Groesch	16.80	190.00	3,192.00
David Hernandez	1.00	135.00	135.00
Antoinette Huerta	118.80	90.00	10,692.00
Rosaline Langley	3.00	115.00	345.00
Michael G Najarpour	33.40	105.00	3,507.00
Denise Wymore	.50	210.00	105.00
Edgar I Yep	91.10	90.00	8,199.00
Duy Q Doan	8.00	175.00	1,400.00
Julia Galyen	3.90	255.00	994.50
James R Strohl	31.20	150.00	4,680.00
Total	909.60		\$ 274,191.50

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/01/03	1.10	Melissa M Dulac	Conference with E. Liebeler and O. Samad re interviews of K. Sawyer and M. Holland conducted by E. Liebeler and A. Dawson on 10/21/03 (.5); analyze interview notes (.6).
11/01/03	1.90	Richard L Wynne	Analyze agent's reply papers re paydown (.3); analyze Kraft objection to rejection motion and exhibits (.2); analyze distress termination motion issues; sample motions (.6); analyze new substantive consolidation memorandum changes (.4); analyze first omnibus claims objection motion (.4).
11/01/03	4.10	Laura Thomas	Draft deposition examination for Price Choppers Foods.
11/02/03	1.80	Steven R Kotarba	Prepare summaries and respond to emails re pending contested matters.
11/02/03	2.50	Becca Wahlquist	Draft first set of interrogatories to employee movants.
11/02/03	.30	Laura Thomas	Conference with C&S and AWG counsel re Oklahoma retailers (.2); conference with BHB counsel re same (.1).
11/02/03	1.80	Laura Thomas	Draft deposition outline for Stickler & Guest.
11/02/03	.70	Eric C Liebeler	Review employee severance discovery.
11/03/03	5.00	Edgar I Yep	Research database, court docket and files to find documents requested by L. Thomas (Spencer, Newcastle, BHB and Memorial Bryant, Larry's Foods, and P&J/Jumbo) (2.5); and D. Capozzola (Sara Lee, Superior, Nickles, American Greetings, and the Farris class) (2.5).
11/03/03	3.20	Christopher Frost	Review documents for production to K. Wuethrich's counsel and prepare for

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			production (1.5), correspond with Wuethrich's counsel re same (.3), analyze issues re same (.6), and draft two letters to Wuethrich's counsel re same (.8).
11/03/03	1.20	Christopher Frost	Analyze issues re financial data in Gorman, and prepare for hearing on same.
11/03/03	1.60	Becca Wahlquist	Strategize litigation with client and team.
11/03/03	3.00	Becca Wahlquist	Edit and draft discovery letter to Plaintiff's counsel.
11/03/03	7.50	Antoinette Huerta	Research and compile docket information re DSD class plaintiffs (1.5); update L.A. case calendar (.5); update case files re Marigold / Rainbow (.5); research and compile documents for attorney review (1.0); print out additional electronic correspondence and pleadings including all attachments and exhibits, and update main database for dates of 10/24/2003, 10/28/2003 and 10/31/2003 (4.0).
11/03/03	.10	Richard L Wynne	Conference with R. Berger re omnibus motion settlements.
11/03/03	.50	Richard L Wynne	Analyze AWG reply memorandum re retailers motion.
11/03/03	.80	Richard L Wynne	Preparation of revisions to substantive consolidation memorandum (.4); analyze first omnibus claims objection motion (.4).
11/03/03	1.20	Evan R Gartenlaub	Review and revise settlement agreement with Lakehead Oil Company.
11/03/03	.50	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/03/03	2.50	Michael G Najjarpour	Locate specific Order re Primary Health Care.
11/03/03	.50	Laura Thomas	Revise stipulations for BHB and Newcastle.
11/03/03	1.20	Laura Thomas	Draft exam of Guest for Price Chopper Foods.
11/03/03	.30	Laura Thomas	Review local rules relating to DSD appeal and communicate results of same to E. Liebeler.
11/03/03	.50	Laura Thomas	Review documents for expert for Price Choppers (.4); conference with D. Skinner re same (.1).
11/03/03	1.70	Laura Thomas	Exchange emails with C. Kunz re deposition scheduling (.3); telephone conferences with A. Hahn, B. Folse and J. Charrlin re deposition issues (1.2); exchange emails with E. Liebeler and D. Capozzola re A. Hahn (.2).
11/03/03	.20	Richard S Berger	Email correspondene with W. Russell and M. Benedict re discovery in Retailers Omnibus Motion.
11/03/03	.30	Richard S Berger	Telephone conference with J. Griffin and J. Kennard re discovery in Retailers Omnibus Motion.
11/03/03	1.80	Damian D Capozzola	Conferences with L. Thomas re Price Chopper discovery and witness issues (.7); conferences with D. Bickford re Target issues (.1); conferences with C. Frost re Gorman Foods issues and analysis of M. Beckwith spreadsheet re same (.4); conferences re Suntrust issues (.1); analysis of Hegenbarth issues (.3); analysis of Hawaiian software issues (.2).
11/04/03	2.50	Edgar I Yep	Search for documents requested by D. Capozzola regarding Sara Lee, Superior Dairy, Nickles Bakery, American Greetings, and the Farris class.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/04/03	.30	Amanda J Wong	Review memorandum re Walsh interview in preparation for interview of J. Bell re plan facts.
11/04/03	5.00	Steven R Kotarba	Prepare for hearing by working to resolve objections to motion to make payment to secured lender (including reclamation objections) and objections to remaining contested motions (including review of objections, cases cited therein, additional legal research, discussions with opposing counsel).
11/04/03	1.00	Becca Wahlquist	Follow-up on discovery issues (.2); review severance case law (.8).
11/04/03	9.00	Antoinette Huerta	Prepare Price Choppers' documents for production and create sets for attorney review (2.5); update main correspondence files (3.5); research and compile documents for attorney review re Price Choppers and DSD matter (3.0).
11/04/03	.20	Richard L Wynne	Analyze lead response re D&O motion.
11/04/03	3.50	James R Strohl	Review docket re recoupment motions (1.5); review transcript for relevant testimony re same (2.0)
11/04/03	1.00	Frank A Chavez	Locate, retrieve and distribute all documents re Federal Bankruptcy Rule 9019.
11/04/03	.30	Laura Thomas	Telephone conference with E. Liebeler and D. Capozzola re deposition scheduling and strategy for Price Chopper Foods.
11/04/03	2.70	Laura Thomas	Telephone conference with R. Sprinkle re upcoming deposition (.5); type notes from same and transmit to E. Liebeler and D. Capozzola (1.1); telephone conference with B. Folse re depositions and strategy for the hearing and

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			arbitration (.2); search for witnesses for depositions and hearing (.8); telephone conference with C. Hernandez re depositions (.1).
11/04/03	.40	Laura Thomas	Draft proposed deposition schedule for Price Choppers and send to opposing counsel.
11/04/03	4.60	Laura Thomas	Finish draft of Guest and Stickler exams.
11/04/03	3.10	Richard S Berger	Prepare interrogatories in Retailers Omnibus Motion
11/04/03	2.50	Richard S Berger	Prepare requests for production of documents in Retailers Omnibus Motion.
11/04/03	4.90	Damian D Capozzola	Prepare for and participate in conference with E. Liebeler and L. Thomas re Price Chopper discovery issues (.7); prepare for and participate in hearing via telephone re DSD and Jubilee issues (1.6); correspond with E. Liebeler, M. Scott and D. Alexander re Farris discovery issues and draft response (2.2); correspond with bmccorp.net employees re records (.3); communications with R. Wick re American Greetings issues (.1).
11/04/03	2.00	Sydne J Michel	Review and revise discovery re certain retailers omnibus motion.
11/05/03	1.10	Becca Wahlquist	Review Plaintiff's discovery requests and strategize responses.
11/05/03	1.70	Becca Wahlquist	Coordinate with G. Richards and Plaintiff's counsel and draft letter to opposing counsel re discovery.
11/05/03	4.30	Antoinette Huerta	Research and compile documents and information re Price Chopper Foods, BHB, Memorial and Bryant and DSD matter (3.3); update Los Angeles' office calendar and distribute electronically (1.0).

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/05/03	5.50	Catherine B Filippini	Review and revise spreadsheet of DSD vendors.
11/05/03	.40	Shirley S Cho	Review letter from N. Rosenbloom re DiGiorgio settlement and email to R. Tilley re same (.2); review Duckett Wilson subpoena and email to appropriate K&E attorneys (.2).
11/05/03	.90	Evan R Gartenlaub	Review and revise Lakewood Oil Settlement Agreement and 9019 Motion.
11/05/03	2.10	James R Strohl	Research other bankruptcy dockets re director and office liability matter similar to Fleming matter (1.3); create and assemble binder re same (.8).
11/05/03	.50	Frank A Chavez	Maintain and distribute electronic case database re filed pleadings in adversary proceedings.
11/05/03	.70	Laura Thomas	Update Fleming litigation calendar.
11/05/03	.50	Laura Thomas	Telephone conference with D. Skinner, proposed expert in Price Chopper's matter.
11/05/03	.20	Laura Thomas	Conference with A. Paris re EZ Mart motion.
11/05/03	.60	Laura Thomas	Telephone conference and email exchanges with C. Kunz re schedule of depositions and the Price Chopper Foods hearing.
11/05/03	.50	Richard S Berger	Multiple conference with S. Michel re discovery to Retailers.
11/05/03	2.50	Richard S Berger	Prepare interrogatories and requests for production to Retailers.
11/05/03	2.70	Richard S Berger	Review and revise interrogatories and requests for admission to Retailers.
11/05/03	3.30	Damian D Capozzola	Conference with A. Groesch and others re list of DSD vendors (.9); conference

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			with H. Martyn and E. Liebeler re DSD discovery issues (.4); analysis of and conference with E. Liebeler re case management and staffing matters, and review and revise case management calendars (.7); analysis of Price Chopper issues (.5); analysis of M. Scott e-mails re DSD issues (.6); analysis of Hawaiian software issues (.2).
11/05/03	5.50	Andrew J Groesch	Research DSD vendor phone numbers and confirming addresses per J. Walrath's directive (5.2); telephone conference with client, D. Capozzola and T. Feil re spreadsheets of addresses generated by client and BMC databases (.3).
11/05/03	.50	James B Ransom	Review and analyze procedural objection and motion to continue re retailers' integration motion.
11/05/03	.50	James B Ransom	Review and analyze response to omnibus motion.
11/05/03	4.10	Sydney J Michel	Draft and revise requests for production to certain retailers' omnibus motion (1.8); draft and revise interrogatories to certain retailers' omnibus motion (2.2); review correspondence from J. Griffin re revisions to discovery (.1).
11/05/03	.10	Sydney J Michel	Draft correspondence to R. Tilley re executed copy of Fox Foods' settlement agreement.
11/06/03	3.00	Rosaline Langley	Prepare and edit database re compiling and correcting vendor contact information.
11/06/03	4.50	Edgar I Yep	Compile evidentiary documents relating to Farris Produce to send to D. Alexander-Burklow, per D. Capozzola (1.0); search for documents regarding C&S for L. Thomas (1.0); search transcripts via LiveNotes for text

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			related to money owed to Farris plaintiffs, requested by D. Capozzola (2.5).
11/06/03	.50	Steven R Kotarba	Review and provide comments on motion to continue dates re Keil's appeal and coordinate internally re same.
11/06/03	9.00	Antoinette Huerta	Compile and prepare deposition materials to send to counsel for upcoming deposition re Price Choppers (4.5); update case files with exhibits to the 11/04/2003 hearing that were admitted (1.5); research and compile information and documents re DSD class plaintiffs (1.5); print and update correspondence and pleadings files with electronic copies of attachments (1.5).
11/06/03	8.20	James R Strohl	Prepare and edit database re compiling and correcting vendor contact information.
11/06/03	3.90	Julia Galyen	Proof and revise database chart re vendor contact information (3.0); various office conferences with team re same (.9).
11/06/03	2.20	Michael G Najjarpour	Search for correct creditor contact information re DSD claims.
11/06/03	.30	Laura Thomas	Draft follow-up letter to T. Eidsen.
11/06/03	1.70	Laura Thomas	Draft joint response seeking clarification.
11/06/03	.40	Laura Thomas	Telephone conference with S. McFarland relating to November 4 order entered in DSD appeal.
11/06/03	.40	Laura Thomas	Conference with E. Liebeler and D. Capozzola re deposition services and location.
11/06/03	.20	Laura Thomas	Telephone conference with D. Skinner re surveys.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/06/03	.30	Laura Thomas	Telephone conference with J. Moede re retaining D. Skinner.
11/06/03	.20	Laura Thomas	Telephone conference with B. Folse re expert witness and fact witness for Price Chopper Foods.
11/06/03	.60	Laura Thomas	Conference with court reporter re deposition services and location.
11/06/03	.50	Laura Thomas	Telephone conference with J.C. Lundy re surveys and deposition in Price Chopper Foods.
11/06/03	.10	Laura Thomas	Conference with E. Liebeler re joint response seeking clarification.
11/06/03	.60	Laura Thomas	Draft and send out engagement letter.
11/06/03	1.30	Laura Thomas	Draft, revise and send out letter to C. Kunz and D. Loeb re deposition schedule and witness lists.
11/06/03	.20	Laura Thomas	Office conference with A. Huerta re joint response seeking clarification.
11/06/03	.20	Laura Thomas	Conference with C&S re Price Chopper Foods.
11/06/03	.80	Laura Thomas	Review C. Frost's draft of response to DSD discovery motion for incorporation into my draft of response to injunctive relief motion (.4); draft response (.4).
11/06/03	.10	Laura Thomas	Telephone conference with A. Hahn re deposition schedule.
11/06/03	.30	Laura Thomas	Telephone conference with D. Rottenstreich re defending R. Sprinkle's deposition.
11/06/03	.60	Laura Thomas	Telephone conference with C. Kunz and then C. Kunz and D. Loeb re schedule for depositions in Price Chopper Foods.
11/06/03	1.60	Richard S Berger	Review and revise interrogatories and

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			requests for production in Omnibus motion.
11/06/03	.30	Richard S Berger	Conference S. Michel re investigation of claims.
11/06/03	.30	Richard S Berger	Conference with S. Michel re Omnibus Motion discovery.
11/06/03	3.20	Damian D Capozzola	Prepare for and participate in negotiations with H. Martyn re Farris matter (.1.7); communications with E. Liebeler, M. Scott, and D. Alexander re Farris and American Greetings negotiations (.5); analysis of Price Chopper issues (.7); analysis of Target issues and communications with D. Bickford re same (.3).
11/06/03	4.50	Andrew J Groesch	Draft confirmation vendor addresses and compilation of vendor phone numbers (4.0); telephone conferences with E. Liebeler and D. Capozzola re compilation of DSD vendor list of phone numbers and addresses (.5).
11/06/03	.20	Eric C Liebeler	Discuss Manis action with C. Birchette.
11/06/03	5.60	Eric C Liebeler	Review research results from O. Samad (.5); conference call with H. Martyn re DSD claims (1.1); analyze DSD summary judgment and discovery issues (1.5); conference with M. Scott re DSD claims (.7); review order from district court and discuss same with L. Thomas (.2); edit joint brief to district court (.7); review case management order (.4); conference with M. Scott re strategies to reduce liability (.5).
11/06/03	1.50	James B Ransom	Review and analyze draft interrogatories and document requests re Retailer's Omnibus Motion.
11/06/03	.90	Sydne J Michel	Draft and respond to correspondence from M. Toyloy re Kelley Foods' settlement agreement (.5); draft

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/06/03	.10	Sydne J Michel	correspondence to A. Paris and R. Tilley re same (.4).
11/06/03	1.80	Sydne J Michel	Draft correspondence to A. Paris re Kelley Foods' settlement agreement.
11/07/03		Antoinette Huerta	Review and revise discovery re certain retailers omnibus motion (1.0); review related documents (.8).
11/07/03	5.00	Edgar I Yep	Search LiveNote transcript database for language related to amount owed to Farris plaintiffs (2.5); search and compile all correspondence related to Farris plaintiffs (H. Martyn and D. Werb) (2.0); print and organize email files requested by D. Capozzola (.5).
11/07/03	.20	Steven R Kotarba	Internal follow-up re Warrington appeal.
11/07/03	7.00	Richard L Wynne	Research, compile and assemble documents for attorney review re Core-Mark, E-Z Mart and Albertson's (4.0); update correspondence files with electronic communications re Marigold, Price Chopper Foods (2.5); research and compile information re DSD class plaintiffs (.5).
11/07/03	.10	Shirley S Cho	Review and forward appellate documents to S. Kotarba.
11/07/03	.30	Romana O Samad	Telephone conference with E. Liebeler re F/T analysis.
11/07/03	1.20	Richard L Wynne	Analyze agents changes to expense motion and remaining issues (.3); telephone conference with S. Gerson re MBO revisions (.1); analyze interrogatories and document request for omnibus motion discovery (.4); telephone conference with L. Mandel re DiGiorgio and review of final settlement agreement (.4).
11/07/03	2.00	Romana O Samad	Follow up with Caraway re target

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			employee's charts.
11/07/03	.70	Evan R Gartenlaub	Lakehead Oil settlement and filing deadlines.
11/07/03	2.00	James R Strohl	Prepare and edit database re compiling and correcting vendor contact information.
11/07/03	.60	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re RMG settlement .
11/07/03	1.80	Michael G Najjarpour	Search for specific Global Star pleading.
11/07/03	.40	Richard S Berger	Review and analyze draft complaint against D&O insurers.
11/07/03	.70	Eric C Liebeler	Discuss DSD claims with M. Scott.
11/07/03	.10	Sydney J Michel	Review correspondence from A. Groesch re upcoming objection deadlines.
11/08/03	5.00	Antoinette Huerta	Update correspondence and pleadings into main database from 10/21/2003 to 10/27/2003 (2.5); research and compile information per attorney request re Price Chopper Foods and Larry's Foods (2.0); update case calendar (.5).
11/10/03	7.50	Edgar I Yep	Prepare documents for upcoming production to Farris plaintiffs (3.0); compile documents requested by A. Paris and S. Cho regarding E-Z Mart (2.5); compare previously produced documents to new list of stores document provided by client per D. Capozzola (2.0).
11/10/03	.20	Steven R Kotarba	Discussion with A. Groesch re pending sales appeals.
11/10/03	2.20	Christopher Frost	Analyze issues re Gorman complaint (1.4), conference with M. Boley (counsel for plaintiffs) re same (.4), conference with M. Scott re same (.4).

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/10/03	3.00	Becca Wahlquist	Draft interrogatory responses for employee severance litigation.
11/10/03	8.00	Antoinette Huerta	Research and compile documents for attorney review re Price Chopper Foods, E-Z Mart, Core-Mark and Albertson's (5.5); update correspondence into main database for period of 10/27 - 10/28/2003 including printing and inputting of all electronic attachments (2.5).
11/10/03	1.50	Antoinette Huerta	Compile and prepare deposition transcripts to distribute to counsel, A. Paris and S. Cho.
11/10/03	.30	Drew D Panahi	Review email from E. Liebeler re Fleming D&O research (.1); draft email to E. Liebeler re same (.1); review email by R. Berger re directors and officers issues (.1).
11/10/03	1.60	James R Strohl	Create and revise spreadsheet re group time spent researching proper vendor contact information.
11/10/03	.50	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
11/10/03	4.40	Haleh Rahjoo	Review documents from M. Sharp and J. Stang re Minkin matter (2.8); telephone conference with J. Stang re same (.4); review October 21 transcript re same (.6); telephone conference with B. Sullivan re same (.3); review and reply to email from B. Sullivan re same (.3).
11/10/03	.20	Richard S Berger	Memo to S. McFarland re discovery in Retailers Omnibus Motion.
11/10/03	.50	Richard S Berger	Correspond to and from E. Liebeler, S. Michel and D. Panahi re investigation of directors and officers.
11/10/03	3.30	Richard S Berger	Analyze discovery requests in Retailers

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/10/03	6.90	Damian D Capozzola	Omnibus Motion and begin preparation of responses.
11/10/03	1.90	Sydney J Michel	Analyze e-mails and data from M. Scott re DSD issues (.3); analysis of and correspond re conflict issues (.1); analysis of and correspond re Price Chopper issues (.3); analysis of and correspond re Inversiones Ramiro deposition and document production issues (.5); analysis of and correspond with D. Alexander-Burklow, P. Scott, E. Yep, and C. Frost re Farris class discovery and document production issues, and letter to H. Martyn re same (5.5); correspond with M. Scott and C. Frost re Jubilee Foods issues (.2).
11/10/03	1.90	Christopher Frost	Review discovery and stipulations re certain retailers omnibus motion (1.8); office conference with R. Berger re discovery issues (.1).
11/11/03	1.70	Antoinette Huerta	Analyze issues re Gorman adversary proceeding, and communicate with M. Boley and M. Johnson (counsel for Gorman) re same.
11/11/03	7.00		Update correspondence into main database from period 10/27/2003 - 10/30/2003 (3.0); meet with attorneys to discuss case status and logistics of case (1.0); set up and update new folders re Preferences and Conflicts into main database and main files (1.5); research and compile exhibits for upcoming motions to be filed re DSD class plaintiffs matter (1.5).
11/11/03	1.20	Richard L Wynne	Analyze marshalling cases (.4); analyze Section 502(d) issues on preference memorandum (.4); analyze 3d Circuit cases re impaired classes issue raised by OCC (.4).
11/11/03	.50	Denise Wymore	Review email from S. Cho re K-Mart filing date (.1); pacer search re same

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.4).
11/11/03	1.30	James R Strohl	Research and update spreadsheet re vendor contact information.
11/11/03	5.00	Michael G Najjarpour	Search for correct creditor phone numbers (2.5); develop a chart re same (2.5).
11/11/03	1.00	Haleh Rahjoo	Review letter from B. Sullivan re Minkin (.3); telephone conference with J. Stang re same (.3); review and reply to emails from J. Stang and M. Sharp re same (.4).
11/11/03	5.60	Damian D Capozzola	Analysis of Price Chopper deposition issues (.1); conference with D. Alexander re vendor contact information (.1); analysis of Farris motions and draft opposition papers (4.6); analysis of and conference re Bain & Co. issues and draft letter re same (.8).
11/11/03	2.00	Andrew J Groesch	Coordinating research into determining phone numbers for DSD vendors (1.0); forward email and voicemail re vendor phone numbers to J. Strohl to include in DSD chart (.5); telephone conference with R. Tilley re setoff issues (.2); research and email Savemart APA (.3).
11/11/03	2.70	Eric C Liebeler	Review and analyze DSD motion for further injunctive relief (1.3); review and analyze DSD motion to compel discovery (.1); review and analyze DSD motion for summary judgment (1.3).
11/11/03	1.10	Eric C Liebeler	Participate in conference call with G. Richards and R. Mersky re employee severance claims.
11/11/03	.60	Geoffrey A Richards	Telephone conferences (2) with D. Capozzola re document turnover from Bain & Co.
11/12/03	4.60	Edgar I Yep	Compile documents to be used as exhibits for upcoming motions.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/12/03	7.60	Melissa M Dulac	Research re obligation of data preservation in connection with any bankruptcy matter (1.1); conference with A. Paris re results of research (.2); conference with B. Caraway re status of data preservation and keywords to search for in data preserved on servers (.2); draft memoranda re interviews of A. Asperin (.5), S. Hawkins (.5) and D. Alexander-Burklow (.5); review and analyze e-mail messages gathered by B. Caraway re Excel to identify potential evidence of preferential payments (3.9); review and analyze keywords identified by B. Caraway for search of data preserved on servers (.7).
11/12/03	.60	Richard L Wynne	Preparation of Weingarten letter (.2); analyze omnibus retailer discovery propounded by us and them (.4).
11/12/03	.10	Peter J Leeson, IV	Conference with C. Frost re Friday conference call re insurance carrier.
11/12/03	5.30	Bryan D Hull	Research memorandum to defend summary judgment motion.
11/12/03	.40	Drew D Panahi	Office conference with R. Berger re derivative causes of action (.2); teleconference with R. Berger re same (.1); review email from R. Berger re 3rd Amended Complaint (.1).
11/12/03	.70	Evan R Gartenlaub	Review Lakehead Oil Settlement.
11/12/03	1.40	James R Strohl	Perform research and update database re vendor contact information.
11/12/03	3.10	Michael G Najjarpour	Search for DSD contact information.
11/12/03	2.90	Haleh Rahjoo	Telephone conference with J. Stang and B. Sullivan re Minkin (1.3); telephone conference with J. Stang, J. Sims and B. Shelvin re same (.8); telephone conferences with J. Stang and M. Sharp

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re same (.8).
11/12/03	.80	Richard S Berger	Review and analysis of discovery requests propounded to Fleming in Retailers Omnibus Motion.
11/12/03	.50	Richard S Berger	Conference with D. Panahi re directors and officers research.
11/12/03	.30	Richard S Berger	Memo to C. Birchette re discovery requests in Retailers Omnibus Motion.
11/12/03	.20	Richard S Berger	Correspond with W. Russell re status of C&S settlement with Retailers in Omnibus Motion.
11/12/03	.20	Richard S Berger	Correspond with B. Collins re Third Amended Consolidated Complaint -- Texas class action.
11/12/03	7.90	Damian D Capozzola	Draft and revise response papers re Farris matter and prepare binder for E. Liebeler re same (4.9); process comments from E. Liebeler and otherwise review and revise Farris opposition papers (1.1); correspond with local counsel C. Duzing re Wisconsin action (.1); analysis of and correspond with D. Bickford and others re Target issues (.2); correspond with M. Scott re case management issues (.1); correspond re American Greetings settlement (.1); correspond with H. Martyn re appellate issues and re discovery issues (.7); analysis of Jubilee issues and correspond re same (.2); analysis of Krist Oil issues and correspond with S. Cho re same (.1); analysis of Marigold issues and correspond re same (.2); correspond re Price Chopper deposition issues (.2).
11/12/03	1.80	Andrew J Groesch	Office conference with J. Strohl re database searches to utilize to determine vendor phone numbers (.5); review correspondence from vendors and coordinate update of vendor contact

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			information database (1.0); correspond re status of database with D. Capozzola (.3).
11/12/03	7.70	Eric C Liebeler	Edit DSD discovery brief (2.1); edit DSD summary judgment brief (3.1); edit DSD injunction brief (1.7); conference with D. Capozzola re DSD breifs (.8).
11/12/03	.50	James B Ransom	Review and analyze plaintiffs' discovery requests re Retailer's Omnibus Motion.
11/12/03	.20	Sydney J Michel	Review correspondence from R. Berger re retailers' discovery requests re omnibus motion.
11/12/03	.30	Sydney J Michel	Review and analyze transcript of November 4, 2003 hearing.
11/13/03	5.00	Edgar I Yep	Search, compile and prepare exhibits for upcoming court filing (Opposition to Partial Summary Judgment, Compelling Discovery and Further Injunctive Relief.).
11/13/03	1.00	Steven R Kotarba	Review appeal notices (.1); update team re same (.2); follow up with C&S re same (.2); discuss Georgia Pacific Reclamation Motion with counsel (.2); follow up with AlixPartners re same and possible resolution (.3).
11/13/03	.20	Richard L Wynne	Telephone conference with M. Sweeney re Congress Financial (.1); telephone conference with L. Mandel re K-Mart (.1).
11/13/03	.10	Peter J Leeson, IV	Review email from C. Frost re Friday conference call with M. Goldberger; review email from C. Frost re prior stipulation with Old Republic Insurance Company; review email from S. Cho re same.
11/13/03	3.60	Bryan D Hull	Research and write memorandum re evidence necessary for summary

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			judgment.
11/13/03	2.10	Romana O Samad	Review five DSD contracts researching whether Fleming bears the risk of loss in bill-through agreements.
11/13/03	1.70	Drew D Panahi	Office conference with D. Berger re summary of causes of action (.2); draft email to R. Berger re DE causes of action (.1); review memorandum from McAfee and Taft re potential causes of action (1.1); review email from R. Berger re breach of fiduciary duty (.1); leave voicemail for M. Ingalls re D&O causes of action (.1); office conference with M. Ingalls re same (.1).
11/13/03	.80	James R Strohl	Research and update spreadsheet re vendor contact information.
11/13/03	.50	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
11/13/03	3.80	Michael G Najjarpour	Search for correct creditor phone numbers (2.3); Gather and send Blackstone documents via Federal Express J. Carfagnini (1.5).
11/13/03	.20	Richard S Berger	Memo to B. Roof re existence of officer/director loans.
11/13/03	.20	Richard S Berger	Conference D. Panahi re officers and directors claims.
11/13/03	7.20	Damian D Capozzola	E-mails re agenda call and case management issues (.4); review and revise Farris oppositions and communications with E. Liebeler, B. Caraway, M. Scott, C. Birchette, M. Dulac, O. Samad, B. Hull, and L. Guerra re same (6.8).
11/13/03	1.00	Sydne J Michel	Review and analyze interrogatories and request for documents propounded by

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/13/03	.40	Sydne J Michel	certain retailers re omnibus motion.
11/14/03	13.00	Edgar I Yep	Review and analyze transaction team strategy memorandum.
11/14/03	1.50	Amanda J Wong	Compile documents, including exhibits and prepare for sending via electronic mail to local counsel in Delaware for court filing.
11/14/03	.50	Steven R Kotarba	Revise memorandum re J. Bell interview.
11/14/03	5.80	Christopher Frost	Review docket re docketing of appeals by PAQ and Keils and contact counsel for each re strategy going forward.
11/14/03	10.00	Antoinette Huerta	Revise opposition to Farris motion to compel (3.9), revise Scott, Capozzola, and Frost affidavits re same (.8), draft Alexander-Burklow affidavit (.6), conference with D. Alexander-Burklow re same (.3), and prepare documents for filing (.2).
11/14/03	5.80	Drew D Panahi	Assist with preparation and filing of motion to compel discovery, response to further injunctive relief, and partial summary judgment (8.0); update correspondence and pleadings files with electronic copies and attachments (2.0).
			Review McAfee and Taft memorandum on potential causes of action (.5); review indemnification agreement (.9); review Bylaws of the Fleming companies (1.1); review email from R. Berger re indemnification agreements (.1); read summary of Third Consolidated complaint (.5); read and report to counsel of findings from Forensic Accountants (2.2); office conference with R. Berger re D&O coverage issues (.2); review email from R. Berger re indemnification agreements (.1); office conference with R. Berger re document request (.2).

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/14/03	.80	James R Strohl	Update spreadsheet re vendor contact information.
11/14/03	1.40	James R Strohl	Update spreadsheet re professional fee applications.
11/14/03	1.30	Frank A Chavez	Prepare and distribute, for attorney review and use, electronic case database re outstanding litigation.
11/14/03	4.00	Michael G Najjarpour	Search for contact information.
11/14/03	1.10	Haleh Rahjoo	Prepare schedule of deadlines for Minkin hearing (.5); review and reply to emails from J. Stang re same (.3); email correspondence with B. Sullivan re same (.3).
11/14/03	.30	Richard S Berger	Correspond to and from C. Birchette re Retailers' discovery and locating documents and information.
11/14/03	.50	Richard S Berger	Conferences with D. Panahi re investigation of claims against directors and officers.
11/14/03	1.30	Richard S Berger	Review and analysis of discovery propounded by Retailers and begin preparation of responses to interrogatories.
11/14/03	.20	Richard S Berger	Correspond to S. Michel and J. Ransom re Retailers' discovery and deadline for response.
11/14/03	.20	Richard S Berger	Correspond with counsel for C&S and AWG re Retailers' discovery and deadline for responses.
11/14/03	.20	Richard S Berger	Correspond to and from C. Hernandez re indemnification agreements for directors and officers.
11/14/03	12.70	Damian D Capozzola	Review and revise Farris opposition briefs and communications with E. Liebeler, C. Frost, E. Yep M. Scott, and D. Alexander and others re same.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/14/03	1.80	James B Ransom	Review and analyze plaintiffs' document requests and interrogatories re Retailer's Omnibus Motion.
11/14/03	1.20	James B Ransom	Plan and prepare for fact investigation and document review re responses to plaintiffs' discovery requests re Retailer's Omnibus Motion.
11/14/03	.40	Sydney J Michel	Review and analyze correspondence from C. Birche re certain retailers' interrogatories and document requests (.3); review correspondence from R. Berger re same (.1).
11/16/03	2.00	Antoinette Huerta	Input correspondence into main database (.5); print all electronic correspondence up to 11/14/2003 including all pdf and zip files sent electronically (1.5).
11/16/03	2.40	Drew D Panahi	Review memorandum from M. McAfee re D&O issues (.6); review confidentiality agreements between Fleming and S.E.C. (1.2); read and review case law re D&O issues (.6).
11/16/03	1.40	Geoffrey A Richards	Review Clark Retail settlement documents (.8); revise same (.3); telephone conference with R. Mullins re same (.3).
11/16/03	.40	Sydney J Michel	Draft correspondence to R. Berger re retailers' omnibus motion discovery issues.
11/17/03	2.00	Edgar I Yep	Search LiveNotes for topics related to the DSD Hearing on July 22, 2003.
11/17/03	4.60	Melissa M Dulac	Conference with D. Capozzola re research for class action suit (.2); research re same (4.4).
11/17/03	1.40	Christopher Frost	Analyze issues re accounting in Gorman adversary, review documents re same, and communicate with M. Scott re same.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/17/03	.20	Richard J Tilley	Telephone conference with W. Disse re DiGiorgio settlement.
11/17/03	8.50	Antoinette Huerta	Research and compile information and documents re Core-Mark, Price Chopper Foods, and DSD class plaintiffs (4.5); Assist with preparation and assembly of motion re DSD appeal matter re objection to motion for order (3.0); update pleadings files with current motions filed re DSD class plaintiffs (1.0).
11/17/03	.10	Peter J Leeson, IV	Review emails from D. Capozzola, E. Liebeler and C. Frost re various litigation issues.
11/17/03	6.20	Drew D Panahi	Review PWC summary of Fleming accounting issues.
11/17/03	1.00	Evan R Gartenlaub	Draft Summary of Settlement Motion (.5); attention to Lakehead Oil Settlement (.5).
11/17/03	.20	James R Strohl	Edit spreadsheet re vendor contact information.
11/17/03	.50	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
11/17/03	.30	Frank A Chavez	Prepare and distribute, for attorney review and use, electronic case database re outstanding litigation.
11/17/03	3.00	Michael G Najjarpour	Search for and gather cases from Pachulski & Stang Memorandum from WestLaw and distribute accordingly.
11/17/03	.40	Richard S Berger	Conference S. Michel and J. Ransom re discovery in Retailers Omnibus Motion.
11/17/03	.20	Richard S Berger	Correspond to and from C. Birchette re Retailers Omnibus Motion discovery.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/17/03	.20	Richard S Berger	Correspond with S. Cho and B. Folse re retailers A/R for Retailers Omnibus Motion discovery.
11/17/03	.20	Richard S Berger	Correspond with M. Benedict, J. Griffin, J., Kennard and W. Russell re proposed settlement agreement in Retailers Omnibus Motion.
11/17/03	.50	Richard S Berger	Review and analysis of proposed settlement agreement in Retailers Omnibus Motion.
11/17/03	.20	Richard S Berger	Correspond with B. Folse and R. Tilley re retailers' outstanding A/R.
11/17/03	1.00	Richard S Berger	Prepare for and participate in telephone conference with J. Griffin, J. Kennard and W. Russell re preparation of discovery responses in Retailers Omnibus motion and re settlement by C&S.
11/17/03	.50	Richard S Berger	Memorandum to R. Lapowsky re open issues on Retailers Omnibus Motion and re C&S settlement.
11/17/03	1.50	Damian D Capozzola	Correspond with L. Smith re Hawaiian software issues (.1); correspond with E. Liebeler and M. Dulac re Farris / DSD issues (.3); correspond re Bain issues (.1); telephone conference with E. Liebeler, D. Alexander-Burklow, and J. Cotter re Farris discovery issues (.8); correspond with B. Wahlquist re Suntrust issues (.1); correspond with M. Dawson re military contract issues (.1).
11/17/03	1.00	Andrew J Groesch	Review and distribute pending Farris motions (.5); review correspondence from DSD vendors and coordinate updates to DSD vendor spreadsheet (.5).
11/17/03	4.60	Eric C Liebeler	Review new DSD contract evidence (.4); review DSD case law for November 25 hearing (2.1); review preference

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			reports (.4); edit joint motion re DSD class certification appeal (.7); review settlement proposal on DSD claims (.3); review DSD plaintiffs' objection to settlements (.2); conference with D. Capozzola re same (.1); review and edit discovery letter to Bain (.4).
11/17/03	.50	James B Ransom	Telephone conference with co-defendants re discovery issues.
11/17/03	.50	James B Ransom	Plan and prepare for conference call with co-defendants re discovery issues.
11/17/03	.50	James B Ransom	Team meeting re discovery issues.
11/17/03	2.50	James B Ransom	Plan and prepare for document review re Retailers Omnibus Motion discovery.
11/17/03	3.30	Sydney J Michel	Review contract and related documents to draft discovery responses to certain retailers re omnibus motion.
11/17/03	1.50	Sydney J Michel	Office conferences with R. Berger re case strategy re certain retailers omnibus motion (.8); telephone conference with C&S and AWG attorneys, R. Berger and J. Ransom re same (.7).
11/17/03	.50	Sydney J Michel	Telephone conference and office conference with J. Ransom re discovery issues in retailers omnibus motion.
11/17/03	.30	Sydney J Michel	Draft memorandum to R. Palacio re Kelley Foods' settlement.
11/18/03	1.00	Edgar I Yep	Search for documents requested by C. Frost.
11/18/03	5.70	Melissa M Dulac	Conference with D. Capozzola re research needed for hearing on plaintiffs' motions for partial summary judgment (.2); research re in support of class action pleading (4.3); research re circumstances in which court will grant request for continuance of motion for summary

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			judgment pursuant to Rule 56(f) of the Federal Rules of Civil Procedure and procedures for making such request (1.2).
11/18/03	1.50	Christopher Frost	Research re opposition to Gorman injunction motion, and communicate with M. Boley re same.
11/18/03	1.40	Christopher Frost	Review and analyze issues re November 25th hearing, including reviewing DSD opposition briefing.
11/18/03	.50	Becca Wahlquist	Speak with Fleming employees re: severance claim information.
11/18/03	9.00	Antoinette Huerta	Assist with preparation of Fleming documents to be produced (4.0); input and update correspondence into main database (3.5); research and compile information and documents re Price Choppers and DSD class plaintiffs matter (1.5).
11/18/03	.90	Richard L Wynne	Analyze Keil withdrawal of opposition (.1); analyze arbitration motion objections (.3); analyze objections to DiGiorgio settlement motion and motion under seal (.5).
11/18/03	4.30	Drew D Panahi	Westlaw search re director and officer liability (.3); draft e-mail to R. Berger re Fleming choice of entity (.1); review e-mail from R. Berger re same (.1); research officers and directors issues (1.5); telephone conference with R Berger re same (.1); draft firmwide e-mail re same (.3); review e-mail from D. Liddle re same (.1); review e-mail from R. Higgins re causes of action against directors and officers (.1); leave voicemail for S. McMillin re same (.1); Pacer research re director and officer liability (1.6).
11/18/03	.40	James R Strohl	Edit spreadsheet re Fleming vendor

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			contact information.
11/18/03	.70	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
11/18/03	2.50	Michael G Najjarpour	Search for and print cases from Pachulski & Stang Memorandum and distribute accordingly.
11/18/03	1.00	Haleh Rahjoo	Telephone conferences with J. Stang and M. Sharp re Minkin (.6); review and reply to emails from B. Sullivan, J. Stang and M. Sharp re same (.4).
11/18/03	.30	Richard S Berger	Correspond with C. Birchette re potential settlement with some retailers and re discovery by remaining retailers.
11/18/03	.30	Richard S Berger	Conference with J. Ransom re discovery in retailers omnibus motion.
11/18/03	2.50	Richard S Berger	Review, revise and edit proposed declaratory relief complaint.
11/18/03	.20	Richard S Berger	Telephone conference with C. Birchette re Retailers Omnibus Motion discovery.
11/18/03	1.80	Richard S Berger	Review, revise and edit Lapowsky draft of proposed settlement agreement in Retailers Omnibus Motion.
11/18/03	.20	Richard S Berger	Correspond to and from D. Panahi re investigation of claims against directors and officers.
11/18/03	.50	Richard S Berger	Review communications from R. Lapowsky re settlement with C&S retailers and communications with S. Michel, J. Ransom and S. Cho re same.
11/18/03	.20	Richard S Berger	Telephone conference with R. Tilley re Fleming retailer accounts receivable balances.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/18/03	4.60	Damian D Capozzola	Correspond with A. Groesch re November 25 hearing (.1); correspond with M. McCauley re C&S / AWG issues (.1); prepare for and participate in conferences with E. Liebeler, C. Frost, D. Alexander, K. Kobbe, and P. Scott re DSD issues (3.2); prepare for November 25, 2003 hearing (.5); analysis of Farris objections re DSD settlements (.2); prepare document production re Farris DSD matter (.5).
11/18/03	1.00	Andrew J Groesch	Research remaining missing contact information from DSD vendor database.
11/18/03	7.10	Eric C Liebeler	Prepare for class action injunction hearing.
11/18/03	1.00	James B Ransom	Review and analyze file of Kimball? s Foods forwarded by W. White re responses to discovery requests re Omnibus Motion of Certain Retailers.
11/18/03	1.50	James B Ransom	Review and analyze response of AWG To Omnibus Motion of Certain Retailers.
11/18/03	1.20	James B Ransom	Review and analyze file of GLN Inc. forwarded by W. White re responses to discovery requests re Omnibus Motion of Certain Retailers.
11/18/03	2.50	James B Ransom	Plan and prepare for document review re responses to discovery requests re Omnibus Motion of Certain Retailers.
11/18/03	1.00	James B Ransom	Review and analyze file of Something More LLC forwarded by W. White re responses to discovery requests re Omnibus Motion of Certain Retailers.
11/18/03	1.50	James B Ransom	Review and analyze Omnibus Motion of Certain Retailers.
11/18/03	1.30	James B Ransom	Review and analyze response of debtor to Omnibus Motion of Certain Retailers.
11/18/03	2.50	James B Ransom	Travel to meeting with client re

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			document review responses to discovery requests re Omnibus Motion of Certain Retailers.
11/18/03	.50	Sydne J Michel	Review correspondence from R. Berger re continuance of C&S retailers' discovery in certain retailers' omnibus motion.
11/18/03	.10	Sydne J Michel	Review correspondence from A. Groesch re client notice deadlines.
11/18/03	1.00	Sydne J Michel	Review correspondence from C. Birchette re retailers' omnibus motion discovery (.2); review and respond to correspondence from R. Berger re same (.4); review and analyze correspondence from R. Lapowsky re same (.4).
11/18/03	3.10	Sydne J Michel	Review and analyze pleadings re cover issues for discovery responses in retailers' omnibus motion (.7); draft affidavit re same (1.2); draft memorandum to C. Birche and J. Ransom re same (1.2).
11/18/03	.50	Sydne J Michel	Draft and respond to correspondence from R. Palacio re Kelley Foods' settlement agreement.
11/19/03	4.00	Duy Q Doan	Update Concordance database (2.5); re-index so that attorneys can access database and images remotely (1.5).
11/19/03	2.50	Edgar I Yep	Compile documents to send to H. Martyn (Farris Produce) (.5); compile replies to motions from Farris plaintiffs (2.0).
11/19/03	8.60	Melissa M Dulac	Conference with D. Capozzola re drafting responses to plaintiffs' objections to Fleming's motion for approval of settlements with Sara Lee Bakery Group, Superior Dairy, and Alfred Nickles Bakery (.2); research re Federal Rule of Evidence 408 and party's constitutional right to an opportunity to present evidence (4.7);

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			draft responses to plaintiffs' objections to Fleming's motion for approval of settlements (2.5); research summary judgment motion (1.0); conference with D. Capozzola re results of research re same (.2).
11/19/03	6.00	Antoinette Huerta	Print out all and enter into main database, electronic mail including attachments for period of 10/22 - 10/27/2003 (3.5); convert electronic versions of deposition re Price Choppers and update into deposition database and main files (2.5).
11/19/03	7.20	Drew D Panahi	Leave voicemail for R. Berger re Wall Street Journal article re Fleming (.1); read Third Consolidated Complaint re same (7.0); review voicemail from R. Berger re Wall Street Journal article and indemnity agreements (.1).
11/19/03	1.30	James R Strohl	Update spreadsheet re vendor contact information.
11/19/03	.50	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
11/19/03	3.00	Michael G Najjarpour	Search for and print cases from Memorandum and distribute accordingly.
11/19/03	.50	Haleh Rahjoo	Review and reply to emails from J. Stang, M. Sharp and S. McFarland re Minkin hearing.
11/19/03	1.10	Richard S Berger	Draft responses to Retailers discovery.
11/19/03	.80	Richard S Berger	Telephone conference with C. Birchette and J. Ransom re Retailers Omnibus Motion discovery.
11/19/03	2.60	Richard S Berger	Review, revise and edit Lapowsky draft of proposed settlement agreement re Retailers Omnibus Motion.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/19/03	.30	Richard S Berger	Review A/R information from R. Tilley and memo to B. Folsom re additional A/R information for Retailers Omnibus Motion settlement.
11/19/03	.30	Richard S Berger	Correspond to and from D. Panahi re investigation of claims against directors and officers.
11/19/03	1.80	Richard S Berger	Telephone conferences with C. Birchette, S. Michel and J. Ransom re discovery in Retailers Omnibus Motion.
11/19/03	7.80	Damian D Capozzola	Correspond with A. Groesch re contact information chart (.1); correspond with E. Liebeler re Hawaiian software issues (.1); correspond with M. Scott and D. Alexander re DSD accounts receivable analysis and DSD discovery issues (2.4); analysis of settlement approval motions and correspond with K. Brown, K. Kobbe, and O. Rarric re same (1.0); prepare documents for production in Farris matter (1.2); analysis of Price Chopper matter and correspond with L. Thomas re same (.2); review and analysis of Farris reply papers and correspond re same (2.2); review and revise contact information chart and correspond with A. Groesch re same (.5); correspond re C&S / IT issues (.1).
11/19/03	.50	Andrew J Groesch	Research additional contact information for DSD vendor database.
11/19/03	.70	James B Ransom	Telephone conference team meeting re responses to discovery requests re Omnibus Motion of Certain Retailers.
11/19/03	9.50	James B Ransom	Review documents and interview witnesses re responses to discovery requests re Omnibus Motion of Certain Retailers.
11/19/03	1.30	Sydney J Michel	Telephone conference with R. Hawk, J. Ransom and R. Berger re supply levels

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			for Oklahoma retailers - GLN, Something More and Kimballs (.3); review related documents (1.0).
11/19/03	1.50	Sydney J Michel	Telephone conference with J. Ransom re Oklahoma retailer documents re questions on interrogatories (.5); review related documents (1.0).
11/19/03	1.90	Sydney J Michel	Plan and prepare for telephone conference with R. Tilley, M. Toyloy and B. Folse re settlement agreements (.4); telephone conference with all re same (.7); review and analyze K3RD, 5 Rivers draft settlement agreements re same (.8).
11/19/03	1.70	Sydney J Michel	Telephone conference with L. Birche, J. Ransom and R. Berger re documents to produce in Certain Retailers omnibus motion (.3); review and analyze pleadings re supply and service levels (1.1); draft memorandum to L. Birche, J. Ransom and R. Berger re same (.3).
11/20/03	10.00	Edgar I Yep	Compile, organize and prepare material to send to Delaware for upcoming hearing (evidentiary documents 5,000+ pages; deposition transcripts and exhibits; pull cases from WestLaw; collect all correspondence regarding Farris Produce; compile discovery request and responses).
11/20/03	8.20	Melissa M Dulac	Conference with D. Capozzola re filing motion under Bankruptcy Rule 2004 to compel production of documents from Bain Co. (.3); research re whether summary judgment movant may submit new evidentiary material with reply brief, whether summary judgment movant must serve and file evidentiary material in support of summary judgment motion, whether summary judgment movant may quote evidentiary material in reply brief without submitting declaration attaching and authenticating quoted

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			evidentiary material (7.8); conference with D. Capozzola re results of research conducted to date re same (.1).
11/20/03	2.70	Christopher Frost	Prepare for hearing on DSD discovery issues, and communicate with P. Scott re same.
11/20/03	.70	Richard L Wynne	Conference with R. Tilley re DiGiorgio settlement negotiations impasse (.2); analyze objections to arbitration motion (.5).
11/20/03	7.90	Drew D Panahi	Research re directors and officers issues (4.5); review voicemail from F. Block re same (.1); review precedent re same (2.8); review e-mail from R. Berger re Kmart article (.1); draft e-mail to R. Berger re same (.1); telephone conference with R. Berger re stock options (.1); review e-mail from R. Berger re same (.1); draft e-mail to R. Berger re same (.1).
11/20/03	.50	Evan R Gartenlaub	Revision to Lakehead Oil Settlement.
11/20/03	.10	James R Strohl	E-mail correspondence with D. Alexander of Fleming re vendor contact information.
11/20/03	.10	James R Strohl	E-mail correspondence with T. Gallow re vendor contact information.
11/20/03	4.30	James R Strohl	Review and cite check document re reclamation motion.
11/20/03	1.70	Haleh Rahjoo	Draft stipulation to continue hearing for Minkin evidentiary hearing (1.4); review and reply to emails from J. Stang and M. Sharp re same (.3).
11/20/03	.30	Richard S Berger	Correspond with D. Panahi and R. Wynne re directors and officers.
11/20/03	.30	Richard S Berger	Review precednet and correspond to and from D. Panahi re same.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/20/03	1.90	Richard S Berger	Review, revise and edit proposed complaint against D&O insurers.
11/20/03	1.10	Richard S Berger	Draft preparation of responses to Retailers Omnibus Motion discovery.
11/20/03	.50	Richard S Berger	Review memorandum from C. Birchette re discovery responsibilities, review interrogatories and prepare memorandum to R. Birchette re additional discovery responsibilities re Retailers Omnibus Motion.
11/20/03	.30	Richard S Berger	Conference R. Tilley re settlement agreement in Retailers Omnibus Motion.
11/20/03	.20	Richard S Berger	Correspond with D. Panahi and C. Birchette re investigation of potential claims.
11/20/03	.20	Richard S Berger	Memo to B. Roof re potential claims.
11/20/03	.40	Richard S Berger	Review Lapowsky new version of proposed settlement agreement in Retailers Omnibus Motion and memorandum to Lapowsky re R. Tilley as responsible attorney.
11/20/03	4.30	Damian D Capozzola	Correspond with H. Martyn re Farris discovery issues (.1); prepare for and participate in agenda call (1.1); correspond re Scozio's discovery (.4); analysis of Farris DSD issues and correspond with D. Alexander and E. Liebeler (1.5); e-mails with M. Dulac re summary judgment research issues (.4); correspond and analysis re Jubilee issues (.3); correspond and analysis re Price Chopper issues (.2); correspond and analysis re AWG / Nash Finch issues (.3).
11/20/03	3.50	James B Ransom	Interview witnesses re discovery responses re Retailers' Omnibus Motion.
11/20/03	2.50	James B Ransom	Review and analyze potentially

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			responsive documents re discovery responses re Retailers' Omnibus Motion.
11/20/03	1.80	Sydney J Michel	Review and analyze Knowlan's correspondence and draft order re cure dispute.
11/20/03	1.10	Sydney J Michel	Review correspondence from R. Berger re interrogatory responses to retailers' omnibus motion (.2); review and respond to correspondence from C.. Birche re same (.5); review and respond to correspondence from C.. Birche re teamwork scores re same (.3).
11/20/03	1.00	Sydney J Michel	Review and analyze correspondence from R. Hawk and J. Ransom re service level data for GNL, Something More and Kimball's.
11/20/03	1.40	Sydney J Michel	Review and respond to correspondence from R. Berger, R. Hawk, J. Ransom and C. Birchette re discovery responses to certain retailers' omnibus motion.
11/20/03	1.10	Sydney J Michel	Review and analyze pleadings re AWG complaint against Nash Finch Company and related TRO documents.
11/21/03	4.00	Duy Q Doan	Update all Fleming Concordance databases for remote access.
11/21/03	12.50	Edgar I Yep	Compile, organize and prepare material to send to Delaware for upcoming hearing (evidentiary documents (2.0), deposition transcripts and exhibits)(2.0); pull cases from Westlaw (6.0); collect correspondence regarding Farris Produce (2.0); compile discovery request and responses (.5)
11/21/03	4.70	Melissa M Dulac	Research re summary judgment must issues. (3.9); correspond with D. Capozzola re results of research re same (.8).
11/21/03	1.50	Christopher Frost	Analyze issues re Gorman injunction

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/21/03	.60	Richard J Tilley	motion (.4), review same (.4), conference with M. Scott re same (.3), and conference with M. Boley re same (.4).
11/21/03	1.00	Richard J Tilley	Review AWG complaint re Nash/Finch.
11/21/03			Telephone conference with N. Rosenbloom re assignment notice (.3); telephone conference with B. Folse re DiGiorgio accounts receivable (.4); review authorization letter re Chia Markets (.3).
11/21/03	10.50	Antoinette Huerta	Update correspondence into main database for period of 11/12 - 11/20/2003 (.4.0); assist with compiling and preparing of materials for hearing on 11/25/2003 re Farris (6.5).
11/21/03	.20	Shirley S Cho	Review new adversary proceeding and email correspondence with D. Capozzola re same.
11/21/03	.60	Shirley S Cho	Review and revise calendar of upcoming events (.3); coordinate research needed re Third Circuit precedent (.3).
11/21/03	7.00	Drew D Panahi	Research officers and directors issues (6.5); draft e-mail to R. Berger re articles of incorporation (.1); review e-mail from R. Berger re same (.1); telephone conference with R. Berger re same (.1); leave voicemail for G. Richards re same (.1); draft e-mail to R. Berger re same (.1).
11/21/03	.40	James R Strohl	Update spreadsheet re vendor contact information.
11/21/03	.10	James R Strohl	E-mail correspondence with D. Alexander re vendor contact information.
11/21/03	1.20	Haleh Rahjoo	Revise Minkin stipulation (.6); review and reply to emails from J. Stang and M. Sharp re same (.3); email

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			correspondence with B. Sullivan and J. Stang re same (.3).
11/21/03	.30	Richard S Berger	Review and analysis of information from W. White re responses to Retailer interrogatories.
11/21/03	.80	Richard S Berger	Conference with J. Ransom re responses to Retailers discovery requests and telephone calls to W. White re same.
11/21/03	3.30	Richard S Berger	Prepare responses to Retailers interrogatories.
11/21/03	1.80	Richard S Berger	Prepare responses to Retailer RFPs.
11/21/03	.30	Richard S Berger	Telephone conference with D. Panahi re investigation of D&O claims.
11/21/03	7.80	Damian D Capozzola	Correspond re Farm Fresh (.2); prepare for and participate in conference call with J. Cotter B. Roof, E. Liebeler, and D. Alexander re DSD / IT issues (1.7); correspond and analysis re Jubilee negotiations (.2); correspond with B. Frink (.4); prepare outlines and exhibits for November 25 hearing (4.8); correspond with H. Martyn and M. Morris re miscellaneous Farris / DSD issues (.5).
11/21/03	1.70	James B Ransom	Draft responses to interrogatories re Retailers Omnibus Motion.
11/21/03	1.50	James B Ransom	Draft responses to document requests re Retailers Omnibus Motion.
11/21/03	.30	Sydney J Michel	Review memorandum from R. Turley re service level data and team work scores.
11/21/03	.10	Sydney J Michel	Review updated calendar.
11/22/03	.40	Melissa M Dulac	Research re whether summary judgment movant may introduce new evidence at hearing on motion.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/22/03	2.70	Christopher Frost	Prepare for hearing, including reviewing discovery motion papers, and preparing for P. Scott direct examination.
11/22/03	.40	Richard L Wynne	Telephone conference with D. Capozzola re DSD motion (.1); preparation of Stenger testimony re DiGiorgio settlement (.3).
11/23/03	3.20	Melissa M Dulac	Research re whether party moving for summary judgment may introduce new evidence at the hearing on the motion (1.2); research re whether party moving for summary judgment must submit evidentiary materials in support of moving papers (1.5); communicate with D. Capozzola and E. Liebeler re results of research re same (.5)
11/24/03	5.00	Edgar I Yep	Search for documents requested by M. Dulac, C. Frost and D. Capozzola (2.0); prepare (label and copy) documents for upcoming production of documents in response to document demands (3.0).
11/24/03	6.60	Christopher Frost	Review discovery motion and case law (1.4), research re choke of law (3.1), research re class representatives' obligations (2.1).
11/24/03	1.10	Richard J Tilley	Telephone conference with M. Toyloy re Chia Foods letters (.3); telephone conference with N. Rosenbloom re DiGiorgio accounts receivable (.3); draft/revise letter re Chia Markets (.5).
11/24/03	2.80	Becca Wahlquist	Draft discovery requests.
11/24/03	1.60	Becca Wahlquist	Review Pat Liska motion and exhibits and conference with client and team.
11/24/03	4.50	Antoinette Huerta	Print out electronic versions of correspondence and pleadings for main files (3.5); research and compile information for attorney review re DSD

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			class plaintiffs (1.0).
11/24/03	.40	Richard L Wynne	Telephone conference with S. McFarland, G. Richards, S. Cho re arbitration motion, agenda items.
11/24/03	.20	Richard L Wynne	Telephone conference with S. Cho, G. Richards re Kraski reply.
11/24/03	.10	Richard L Wynne	Telephone conference with J. Boco re arbitration motion.
11/24/03	3.30	Drew D Panahi	Review voicemail from G. Richards re articles of incorporation (.1); investigate causes of action (2.4); draft memorandum re same (.8).
11/24/03	2.50	Michael G Najjarpour	Prepare documentation re tax liens.
11/24/03	.60	Richard S Berger	Conference with S. Michel and J. Ransom re missing information and preparation of responses to interrogatories and RFPs from Retailers.
11/24/03	.20	Richard S Berger	Telephone call to W. White re responses to interrogatories to Retailers.
11/24/03	.20	Damian D Capozzola	Conference and analysis re Hawaiian software issues.
11/24/03	.50	Andrew J Groesch	Correspond with J. Strohl re cost estimates related to compiling updated contract information for DSD vendors.
11/24/03	2.30	James B Ransom	Document review re discovery responses re Retailer's Omnibus Motion.
11/24/03	.70	James B Ransom	Team meeting re discovery responses re Retailer's Omnibus Motion.
11/24/03	3.50	James B Ransom	Draft responses to interrogatories re Retailer's Omnibus Motion.
11/24/03	1.20	James B Ransom	Draft responses to document requests re Retailer's Omnibus Motion.
11/24/03	.80	James B Ransom	Telephone conference with client re

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/24/03	.10	Sydney J Michel	discovery responses re Retailer's Omnibus Motion.
11/24/03	.40	Sydney J Michel	Leave voice mail message for W. White re discovery responses to retailers' omnibus motion.
11/24/03	.40	Sydney J Michel	Office conference with R. Berger and J. Ransom re discovery issues in retailers' omnibus motion.
11/24/03	.20	Sydney J Michel	Telephone conference with W. Disse re Kelley Foods' settlement.
11/24/03	.90	Sydney J Michel	Telephone conference with W. White, D. Bickford, J. Ransom re discovery issues in certain retailers' motion (.6); telephone conference with J. Ransom re same (.3).
11/24/03	.10	Sydney J Michel	Review correspondence from L. Lhulier re hearing on November 25, 2003.
11/24/03	5.90	Sydney J Michel	Review and analyze draft response to interrogatories and request for documents (1.2); draft memorandum re same (.9); draft and revise discovery responses re same (3.8).
11/25/03	3.50	Edgar I Yep	Print email documents and label to prepare as evidentiary documents for upcoming document production.
11/25/03	3.00	Amanda J Wong	Review Fleming/CoreMark disclosure statement draft and research memoranda analyzing legal issues pertaining to factual investigation for plan or reorganization.
11/25/03	.80	Richard J Tilley	Telephone conference with S. Cho re hearing on motion (.3); telephone conference with S. Bledsoe and T. Stenger re Albertson's (.5).
11/25/03	.80	Becca Wahlquist	Consult re letter to Lanmark.
11/25/03	1.00	Becca Wahlquist	Draft general release.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/25/03	1.40	Becca Wahlquist	Discuss Pat Liska motion and edit discovery.
11/25/03	5.50	Antoinette Huerta	Print out all correspondence, pleadings and discovery sent via electronic mail including all attachments for main files for period of 11/21 - 11/23/2003 (3.0); research docket and compile information re DSD class plaintiffs (1.0); create deposition files and update electronic database (1.5).
11/25/03	6.60	Drew D Panahi	Review email from J. Strohl re articles of incorporation (.1); review voicemail from J. Strohl re same (.1); research causes of action against officers and directors (2.1); teleconference with S. Perry re articles of incorporation (.1); office conference with R. Berger re officers and directors (.2); read articles of incorporation (.3); Westlaw research re internal affairs doctrine (1.0); read and review law review article re same (.5); draft email to R. Berger re same (.2); Westlaw research re causes of action (1.1); Westlaw search re causes of action (.9).
11/25/03	1.20	James R Strohl	Draft memorandum re procedures followed to prepare vendor contact information spreadsheet.
11/25/03	1.00	David Hernandez	Review central files database, locate documents, print and deliver per attorney request re articles of incorporation of FCI Corporation.
11/25/03	.20	Richard S Berger	Correspond to M. Benedict and J. Ransom re Lapowsky request for extension of time.
11/25/03	.70	Richard S Berger	Prepare FRCP 30(b)(6) notices of deposition for GLN, Inc., Something More LLC and Kimball's Super Foods (.4); regular notices of deposition for Gary Nichols and John Campbell (.3)

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/25/03	.20	Richard S Berger	Review communications between J. Ransom and Fleming personnel re information needed to respond to interrogatories.
11/25/03	.60	Richard S Berger	Conference with S. Michel and J. Ransom re responses to retailer interrogatories and RFPs.
11/25/03	.80	Richard S Berger	Review proposed responses to retailer interrogatories and RFPs.
11/25/03	.40	Richard S Berger	Review communication from Lapowsky office re proposed extension of time to respond to interrogatories and prepare response thereto.
11/25/03	10.70	Damian D Capozzola	Prepare for and participate in Farris DSD hearing and negotiations with Farris class counsel and Unsecured Creditors Committee counsel re same (10.5); communications and analysis of Jubilee issues (.2).
11/25/03	1.80	James B Ransom	Review and analyze documents re responses to document requests re Retailer's Omnibus Motion.
11/25/03	.70	James B Ransom	Team meeting re responses to discovery re Retailer's Omnibus Motion.
11/25/03	1.30	James B Ransom	Draft responses to document requests re Retailer's Omnibus Motion.
11/25/03	2.20	James B Ransom	Draft responses to interrogatories re Retailer's Omnibus Motion.
11/25/03	.50	James B Ransom	Telephone conference with financial analyst H. Williamson at Fleming re responses to interrogatories re Retailer's Omnibus Motion.
11/25/03	.50	James B Ransom	Telephone conference with L. Price re responses to interrogatories re Retailer's Omnibus Motion.
11/25/03	1.50	James B Ransom	Review and analyze documents and

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			spreadsheets re responses to interrogatories re Retailer's Omnibus Motion.
11/25/03	.40	Sydne J Michel	Draft memorandum to C. Birchette re company witnesses for hearing on certain retailers' omnibus motion.
11/25/03	.80	Sydne J Michel	Office conference with J. Ransom re certain retailers' discovery responses (.3); office conference with R. Berger and J. Ransom re same (.5).
11/25/03	1.50	Sydne J Michel	Review and revise draft responses to interrogatories and request for production.
11/25/03	1.60	Sydne J Michel	Draft and respond to correspondence from R. Tilley re committee approval of Kelley Foods' settlement (.6); draft memorandum to L. Mandell re miscellaneous settlements (1.0).
11/25/03	.70	Sydne J Michel	Review correspondence from R. Lapowsky and R. Berger re discovery and scheduling issues in certain retailers' omnibus motion.
11/26/03	7.50	Edgar I Yep	Print emails from client to prepare as evidentiary documents for upcoming production in response to document demands (1,600 pages).
11/26/03	4.10	Christopher Frost	Analyze issues re Gorman Foods injunction motion (.7), communicate with M. Boley re same (.3), and draft opposition to same (3.1).
11/26/03	.80	Becca Wahlquist	Edit general release for employee severance litigation and review settlement agreement.
11/26/03	1.90	Becca Wahlquist	Edit Pat Liska discovery and review discovery rules (1.3); draft letter to R. Mersky re discovery (.6).
11/26/03	4.50	Antoinette Huerta	Print out correspondence, pleadings and

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			discovery sent via electronic mail including attachments for period of 11/23 - 11/25/2003 (2.5); research and compile information re DSD class plaintiffs, Marigold, P&J Jumbo, and setoff and recoupment issues (2.0).
11/26/03	.20	Shirley S Cho	Telephone conference with R. Wahlquist re discovery procedures.
11/26/03	2.80	Drew D Panahi	Investigate charges against former officers and directors (1.2); teleconference with R. Berger re choice of law provisions (.1); Westlaw search re same (.8); teleconference with S. Perry re articles of incorporation (.1); Westlaw search re choice of laws (.6);
11/26/03	.50	Evan R Gartenlaub	Review Lakehead Oil Settlement.
11/26/03	.30	Richard S Berger	Correspond with S. Michel and J. Ransom re Retailer depositions and conference with S. Michel re same.
11/26/03	.20	Richard S Berger	Telephone call to Louis Price re depositions of Retailer representatives.
11/26/03	.60	Richard S Berger	Finalize notices of depositions and deposition schedule
11/26/03	.20	Richard S Berger	Conference with D. Panahi re directors and officers research issue.
11/26/03	5.20	Damian D Capozzola	Analysis of appeal issues (.1); communications with C&S counsel, M. Scott, L. Smith, and E. Liebeler re Hawaiian software issues (.7); communications with E. Liebeler and C. Frost re Farris DSD strategies (.7); analysis of CDs produced to Farris class plaintiffs (2.9); analysis of discovery responses and additional discovery to serve on Farris class plaintiffs (.8).

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/26/03	1.70	Eric C Liebeler	List issues to do for 60-day hearing (1.0); correspond same with team (.7).
11/26/03	1.50	Eric C Liebeler	Review motion paper and outline responses.
11/26/03	4.00	James B Ransom	Draft responses to document requests.
11/26/03	4.00	James B Ransom	Draft responses to interrogatories.
11/26/03	4.20	Sydne J Michel	Draft deposition outlines for retailers' omnibus motion.
11/26/03	2.10	Sydne J Michel	Review and analyze draft deposition notices for certain retailers omnibus motion (.5); draft exhibits re 30(b)(6) depositions (1.4); office conference with R. Berger re same (.2).
11/26/03	.50	Sydne J Michel	Draft and respond to correspondence from C. Birchett re expert witnesses at retailers' omnibus hearing.
11/26/03	.80	Sydne J Michel	Review spreadsheets re weekly service levels for discovery responses to retailers' omnibus motion.
11/28/03	.80	Melissa M Dulac	Revise response to WCM motion for administrative claim and send same via email to M. Sharp for review and comments.
11/28/03	3.10	Christopher Frost	Draft 30b6 deposition notice (including document requests) re the Gorman injunction motion (2.0), draft expert deposition notice re same (.5), and draft letter to M. Boley re same (.6).
11/28/03	1.20	Becca Wahlquist	Review Pat Liska motion documents and strategize response.
11/28/03	.40	Damian D Capozzola	Draft discovery against Farris class plaintiffs (.4).
11/29/03	3.80	Christopher Frost	Draft opposition to Gorman injunction motion (2.9), and research re same (.9).

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/29/03	1.10	Damian D Capozzola	Draft discovery against Farris class plaintiffs and communications re same (.4).
11/30/03	1.10	Christopher Frost	Revise discovery to Gorman plaintiffs re their injunction motion.
11/30/03	3.50	Drew D Panahi	Draft memorandum re claims involving directors and officers.
11/30/03	3.40	Damian D Capozzola	Review and revise Target complaint (2.1); draft witness interview memoranda (1.3).
11/30/03	1.00	Eric C Liebeler	Review opposition to plaintiffs' motion to oppose appeal (DSD).
11/30/03	6.40	Sydney J Michel	Draft and revise exhibits and deposition notices to retailers' motion to compel (2.2); draft and revise deposition outlines for 30(b)(6) depositions (4.2).

909.60

TOTAL HOURS

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/07/03	Telephone call to: SAN FRAN,CA 415-693-6208	.98
7/07/03	Telephone call to: NEW YORK,NY 212-255-1820	6.01
7/07/03	Telephone call to: NEW YORK,NY 212-255-1820	7.02
7/08/03	Telephone call to: NEW YORK,NY 212-255-1820	4.51
7/08/03	Telephone call to: NEW YORK,NY 212-255-1820	.76
7/08/03	Telephone call to: NEW YORK,NY 212-801-3116	1.06
7/08/03	Telephone call to: CLEVELAND,OH 216-861-4700	.81
7/08/03	Telephone call to: NEW YORK,NY 212-801-3116	1.09
7/08/03	Telephone call to: NEW YORK,NY 212-762-8384	.95
7/08/03	Telephone call to: NEW YORK,NY 212-762-6374	.78
7/08/03	Telephone call to: NEW YORK,NY 212-255-1820	.75
7/08/03	Telephone call to: NEW YORK,NY 212-801-3116	5.52
7/08/03	Telephone call to: NEW YORK,NY 212-255-1820	.76
7/08/03	Telephone call to: NEW YORK,NY 212-813-1858	.76
7/09/03	Telephone call to: NEW YORK,NY 212-813-1858	.76
7/09/03	Telephone call to: NEW YORK,NY 212-813-1858	7.07
7/09/03	Telephone call to: BROOKLYN,NY 718-754-5019	1.08
7/09/03	Telephone call to: STOWE,VT 802-253-4788	1.11
7/09/03	Telephone call to: NEW YORK,NY 212-801-3116	4.00
7/10/03	Telephone call to: UK,UK 304-420-78523808	1.63
7/11/03	Telephone call to: NEW YORK,NY 212-762-6374	.76
7/11/03	Telephone call to: UK,UK	1.65

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	304-420-78523808	
7/11/03	Telephone call to: NEW YORK, NY 212-801-3116	1.86
7/11/03	Telephone call to: UK, UK 304-420-78523800	1.95
7/11/03	Telephone call to: MOBILE, UK 304-479-71457541	2.17
7/11/03	Telephone call to: NEW YORK, NY 212-762-6374	.76
7/11/03	Telephone call to: NEW YORK, NY 212-762-4000	.76
7/11/03	Telephone call to: NEW YORK, NY 212-762-4000	1.42
7/11/03	Telephone call to: CHICAGO, IL 312-494-4407	1.78
7/20/03	Telephone call to: NEW YORK, NY 212-255-1820	8.24
7/20/03	Telephone call to: NEW YORK, NY 212-255-1820	7.71
7/20/03	Telephone call to: NEW YORK, NY 212-255-1820	2.01
7/21/03	Telephone call to: NEW YORK, NY 212-255-1820	3.91
7/21/03	Telephone call to: NEW YORK, NY 212-255-1820	.76
7/21/03	Telephone call to: NEW YORK, NY 212-801-3116	2.18
7/21/03	Telephone call to: NEW YORK, NY 212-255-1820	2.22
8/21/03	FIDELIS GROUP, INC - Investigators, Private investigation services and cost of video recordings re to Fleming matter, 8/2003	1,351.66
9/12/03	Telephone call to: DOWNEY, CA 562-964-4373	.76
9/12/03	Telephone call to: DOWNEY, CA 562-964-4373	.76
9/12/03	Telephone call to: DOWNEY, CA 562-964-4373	1.08
9/12/03	Telephone call to: DOWNEY, CA 562-964-4373	.76
9/19/03	Telephone call to: DUNCAN, OK 580-467-5032	1.42
9/23/03	Andrew Groesch, Overtime Meal-Legal Assistant, Chicago, IL, 09/23/03. (Overtime Meals)	24.15

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/26/03	DEUTERMANN CONSULTING GROUP, INC. Professional Fees - Scanning and electronically numbering docs	744.73
9/30/03	Telephone call to: NEWARK,NJ 973-639-6939	1.27
9/30/03	Telephone call to: WASHINGTON,DC 202-861-3840	.76
10/01/03	Telephone call to: CLEVELAND,OH 216-861-4700	.75
10/01/03	West Publishing-TP,Database Usage 10.03	58.72
10/02/03	West Publishing-TP,Database Usage 10.03	124.84
10/04/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.99
10/06/03	Telephone call to: LEWISVILLE,TX 972-906-1174	.75
10/07/03	West Publishing-TP,Database Usage 10.03	47.85
10/08/03	West Publishing-TP,Database Usage 10.03	58.10
10/09/03	Telephone call to: CLEVELAND,OH 216-861-4700	.82
10/09/03	Telephone call to: NEW YORK,NY 212-547-5660	.82
10/09/03	West Publishing-TP,Database Usage 10.03	41.78
10/10/03	Telephone call to: CLEVELAND,OH 216-861-4700	3.74
10/10/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.76
10/10/03	Telephone call to: CLEVELAND,OH 216-861-4700	9.24
10/10/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.76
10/10/03	Telephone call to: CLEVELAND,OH 216-861-4700	.98
10/10/03	Telephone call to: LEWISVILLE,TX 972-906-2180	.76
10/10/03	Telephone call to: LEWISVILLE,TX 972-906-8590	4.92
10/11/03	Telephone call to: DALLAS,TX 214-647-7622	.76
10/11/03	Telephone call to: GRANDPRARI,TX 214-704-9254	.75
10/11/03	Telephone call to: GRANDPRARI,TX 214-704-9254	4.18
10/14/03	Telephone call to: CHICAGO,IL 312-853-7523	1.04
10/14/03	Telephone call to: COLUMBIHTS,MN 763-221-5898	.92

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/14/03	Telephone call to: WILMINGTON,DE 302-658-9200	.76
10/14/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.75
10/14/03	Telephone call to: WILMINGTON,DE 302-575-7284	1.88
10/15/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.76
10/17/03	Telephone call to: BARNWELL,SC 803-259-2759	.50
10/17/03	Telephone call to: WILMINGTON,DE 302-654-1888	.50
10/17/03	Telephone call to: SALT LAKE,UT 801-580-1132	.50
10/17/03	Library Document Procurement - 2003 U.S.Dist.Lexis 1015 - Miteq v. Comtech Telecoms.	10.00
10/17/03	Library Document Procurement - Judge Walrath Opinion.	10.00
10/17/03	Library Document Procurement - Judge Walrath - Bankruptcy Court Judge - Setup Westclip.	10.00
10/20/03	Telephone call to: DALLAS,TX 214-210-2930	.50
10/20/03	Telephone call to: HONOLULU,HI 808-256-5045	2.44
10/21/03	Telephone call to: WICH FALLS,TX 940-206-3282	.75
10/21/03	Telephone call to: WICH FALLS,TX 940-206-3282	1.00
10/21/03	Telephone call to: BARNWELL,SC 803-259-2759	1.25
10/21/03	Telephone call to: LOSANGELES,CA 213-248-1212	.76
10/22/03	Library Document Procurement - 27 ALR2d 14.	10.00
10/23/03	Telephone call to: CORONA,CA 909-545-6675	.76
10/23/03	Telephone call to: DIAMONDBAR,CA 909-444-1630	.92
10/24/03	Telephone call to: MURRAY,UT 801-262-7389	3.49
10/25/03	West Publishing-TP,Database Usage 10.03	4.85
10/26/03	West Publishing-TP,Database Usage 10.03	52.89
10/27/03	Telephone call to: DALLAS NE,TX 972-906-2180	.50

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/27/03	Telephone call to: MINEAPOLIS,MN 612-339-5863	.50
10/27/03	West Publishing-TP,Database Usage 10.03	67.84
10/28/03	Telephone call to: NORTHEAST,PA 570-344-1266	2.74
10/28/03	Telephone call to: DALLAS NE,TX 972-419-1283	1.00
10/28/03	Telephone call to: NEWYORKCTY,NY 212-668-2870	.75
10/28/03	West Publishing-TP,Database Usage 10.03	27.11
10/30/03	West Publishing-TP,Database Usage 10.03	2.77
10/31/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 10/31/03	814.13
10/31/03	LEXISNEXIS - Computer Database Research - LexisNexis Database Usage for October, 2003	10.52
10/31/03	West Publishing-TP,Database Usage 10.03	10.70
10/31/03	West Publishing-TP,Database Usage 10.03	13.57
11/02/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 11/02/03	838.75
11/03/03	Telephone call to: NORTHEAST,PA 570-344-1266	1.00
11/03/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
11/03/03	Telephone call to: GRD PR,TX 214-647-7500	.75
11/03/03	Telephone call to: KIMBRLNGCY,MO 417-739-2897	.50
11/03/03	Telephone call to: NORTHEAST,PA 570-344-1266	1.00
11/03/03	Telephone call to: E PHOENIX,AZ 480-706-1196	.75
11/03/03	Telephone call to: E PHOENIX,AZ 480-456-3201	1.00
11/03/03	Telephone call to: GRD PR,TX 214-647-7500	1.49
11/03/03	Telephone call to: GRD PR,TX 214-704-9254	2.24
11/03/03	Telephone call to: DALLAS NE,TX 972-906-8114	8.47
11/03/03	Standard Copies	19.90
11/03/03	Standard Copies	.40
11/03/03	Standard Copies	.60
11/03/03	Standard Copies	10.20
11/03/03	Standard Copies	42.80
11/03/03	Standard Copies	.20

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/03/03	Standard Copies	2.80
11/03/03	Standard Copies	.30
11/03/03	Standard Copies	12.50
11/03/03	Standard Copies	1.40
11/03/03	Standard Copies	6.30
11/03/03	Standard Copies	27.60
11/03/03	Standard Copies	11.30
11/03/03	Standard Copies	22.10
11/03/03	Tabs/Indexes/Dividers	3.50
11/03/03	Scanned Images	1.20
11/03/03	Scanned Images	.45
11/03/03	Scanned Images	1.05
11/03/03	Scanned Images	.60
11/03/03	Scanned Images	2.10
11/03/03	Scanned Images	16.95
11/03/03	Scanned Images	18.75
11/03/03	Scanned Images	.60
11/03/03	Fed Exp to:SCOTTA MCFARLAND,WILMINGTON,DE from:ROSEMARIE IBARRA	16.21
11/03/03	Fed Exp to:GREG PASCALE,SCRANTON,PA from:ROSEMARIE IBARRA	19.36
11/03/03	LEGAL OPTION GROUP, LLC - Outside Paralegal Assistance - Thompson, Melissa w/e 11/02/03	100.00
11/04/03	Telephone call to: GRD PR,TX 214-647-7500	.75
11/04/03	Telephone call to: CHICAGO,IL 312-593-0643	.50
11/04/03	Telephone call to: DALLAS NE,TX 972-906-8662	1.00
11/04/03	Telephone call to: OKLA CITY,OK 405-943-5389	.50
11/04/03	Telephone call to: PHILAELPHIA,PA 610-805-3400	.50
11/04/03	Telephone call to: OK CITY,OK 405-203-2463	5.48
11/04/03	Telephone call to: DALLAS NE,TX 972-906-1120	1.74
11/04/03	Telephone call to: CHICAGO,IL 312-593-0643	1.49
11/04/03	Postage	.83
11/04/03	Standard Copies	11.50
11/04/03	Standard Copies	1.40
11/04/03	Standard Copies	1.00
11/04/03	Standard Copies	10.80

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/04/03	Standard Copies	24.40
11/04/03	Scanned Images	.45
11/04/03	Scanned Images	.30
11/04/03	Scanned Images	3.90
11/04/03	Fed Exp to:BECKY ROOF,LEWISVILLE,TX from:BECCA WAHLQUIST	13.92
11/05/03	Telephone call to: WILMINGTON,DE 302-888-6888	.75
11/05/03	Telephone call to: KIMBRLNGCY,MO 417-739-2897	4.98
11/05/03	Telephone call to: KIMBRLNGCY,MO 417-739-2897	1.99
11/05/03	Telephone call to: NEWYORKCTY,NY 212-530-5000	1.99
11/05/03	Damian Capozzola, Internet Access, 11/05/03, (Witness Meeting)	3.24
11/05/03	Telephone call to: DALLAS NE,TX 972-906-8000	.50
11/05/03	Telephone call to: NEWYORKCTY,NY 212-455-3979	1.25
11/05/03	Fax page charge to 860-249-7146	.75
11/05/03	Fax page charge to 216-861-4703	.75
11/05/03	Fax page charge to 212-530-5219	.75
11/05/03	Standard Copies	.30
11/05/03	Standard Copies	1.60
11/05/03	Fed Exp to:MIKE SCOTT,LEWISVILLE,TX from:LENA PRODAN	80.08
11/05/03	Crown Coach - Overtime Transportation, Andrew J Groesch	64.80
11/06/03	Telephone call to: DALLAS,TX 214-468-8399	.50
11/06/03	Telephone call to: DALLAS NE,TX 972-906-8000	1.00
11/06/03	Telephone call to: DALLAS NE,TX 972-906-1120	2.08
11/06/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/06/03	Fax page charge to 212-530-5219	3.75
11/06/03	Fax page charge to 216-861-4703	3.75
11/06/03	Fax page charge to 972-906-1198	3.75
11/06/03	Fax page charge to 214-468-8397	1.50
11/06/03	Fax page charge to 302-571-1750	1.50
11/06/03	Fax page charge to 952-835-4461	2.25
11/06/03	Fax page charge to 480-707-5005	1.50
11/06/03	Standard Copies	6.10
11/06/03	Standard Copies	.10

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/06/03	Standard Copies	.50
11/06/03	Standard Copies	27.80
11/06/03	Tabs/Indexes/Dividers	5.00
11/06/03	Scanned Images	.30
11/06/03	Scanned Images	.30
11/06/03	Scanned Images	.60
11/06/03	Scanned Images	6.60
11/06/03	Scanned Images	.75
11/06/03	Scanned Images	.75
11/06/03	Scanned Images	.45
11/06/03	Fed Exp to:DEBBIE ALEXANDER-BURKLOW,OKLAHOMA CITY OK from:ED YEP	56.31
11/06/03	Overtime Meals Damian D Capozzola	9.00
11/06/03	Sharifah S Abdullah - SECRETARY SUPPORT	73.09
11/07/03	Telephone call to: BRITTON,OK 405-841-8287	.83
11/07/03	GENESYS CONFERENCING, INC. - Telephone - 11/05/03 Conference call	9.94
11/07/03	Fax page charge to 229-896-5031	.75
11/07/03	Fax page charge to 480-707-5005	.75
11/07/03	Fax page charge to 302-571-1750	.75
11/07/03	Fax page charge to 952-835-4461	.75
11/07/03	Fax page charge to 302-571-1750	3.00
11/07/03	Standard Copies	.40
11/07/03	Standard Copies	30.50
11/07/03	Standard Copies	33.60
11/07/03	Scanned Images	.45
11/07/03	Scanned Images	5.85
11/07/03	Scanned Images	6.75
11/07/03	Scanned Images	4.65
11/07/03	Scanned Images	.45
11/07/03	Scanned Images	.15
11/07/03	Scanned Images	.45
11/07/03	Scanned Images	.60
11/07/03	Scanned Images	.30
11/07/03	Scanned Images	.30
11/07/03	Scanned Images	.75
11/08/03	Fax page charge to 480-456-3320	.75
11/08/03	Standard Copies	200.10
11/08/03	Overtime Meals Damian D Capozzola	9.00
11/09/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 11/14/03	760.00
11/10/03	Telephone call to: NORTHEAST,PA 570-344-1266	2.99
11/10/03	Telephone call to: BRITTON,OK	13.70

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	405-841-8287	
11/10/03	Telephone call to: BRITTON,OK	2.49
	405-841-8287	
11/10/03	Telephone call to: OK CITY,OK	1.00
	405-203-2463	
11/10/03	Telephone call to: DALLAS NE,TX	13.95
	972-906-1120	
11/10/03	Standard Copies	.20
11/10/03	Standard Copies	1.20
11/10/03	Tabs/Indexes/Dividers	1.90
11/10/03	Scanned Images	.30
11/10/03	Scanned Images	6.60
11/10/03	Scanned Images	.60
11/10/03	Scanned Images	1.05
11/10/03	Scanned Images	2.85
11/10/03	Scanned Images	.45
11/10/03	Scanned Images	.30
11/11/03	Telephone call to: TREMONTON,UT	1.00
	801-257-1900	
11/11/03	Telephone call to: WILMINGTON,DE	.75
	302-654-1888	
11/11/03	Telephone call to: DALLAS NE,TX	.75
	972-906-2180	
11/11/03	Telephone call to: DALLAS NE,TX	3.74
	972-906-1120	
11/11/03	Telephone call to: NORTHEAST,PA	.75
	570-344-1266	
11/11/03	Telephone call to: TREMONTON,UT	.50
	801-257-1900	
11/11/03	Telephone call to: TREMONTON,UT	2.24
	801-257-1900	
11/11/03	Fax page charge to 405-350-0537	3.00
11/11/03	Fax page charge to 302-652-1111	4.50
11/11/03	Fax page charge to 216-861-4703	4.50
11/11/03	Fax page charge to 202-965-3063	4.50
11/11/03	Fax page charge to 212-530-5219	4.50
11/11/03	Fax page charge to 312-984-7700	1.50
11/11/03	Standard Copies	2.70
11/11/03	Standard Copies	.40
11/11/03	Standard Copies	.30
11/11/03	Standard Copies	2.40
11/11/03	Standard Copies	.60
11/11/03	Standard Copies	5.00
11/11/03	Standard Copies	16.40
11/11/03	Scanned Images	.30
11/11/03	Scanned Images	1.50

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/11/03	Scanned Images	2.55
11/11/03	Scanned Images	.60
11/11/03	Scanned Images	.75
11/11/03	Scanned Images	.45
11/11/03	Damian Capozzola, Working Group Meal, Los Angeles, CA, 11/11/03, (Prepare for Filing)	28.32
11/11/03	CHOICEPOINT SERVICES, INC. - Information Broker Doc/Svcs, Document Retrieval	123.25
11/11/03	Overtime Meals Damian D Capozzola	9.00
11/12/03	Telephone call to: TREMONTON,UT 801-257-1840	.50
11/12/03	Telephone call to: PHILADELPH,PA 215-864-6376	1.00
11/12/03	Fax page charge to 216-861-4703	.75
11/12/03	Fax page charge to 202-965-3063	.75
11/12/03	Fax page charge to 302-652-1111	.75
11/12/03	Fax page charge to 216-861-4703	.75
11/12/03	Fax page charge to 212-822-5411	1.50
11/12/03	Fax page charge to 302-652-1111	.75
11/12/03	Fax page charge to 202-965-3063	.75
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	5.60
11/12/03	Standard Copies	1.80
11/12/03	Standard Copies	.20
11/12/03	Standard Copies	2.20
11/12/03	Standard Copies	103.50
11/12/03	Standard Copies	2.00
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	.90
11/12/03	Standard Copies	1.20
11/12/03	Standard Copies	8.00
11/12/03	Standard Copies	6.00
11/12/03	Standard Copies	3.20
11/12/03	Binding	1.75
11/12/03	Tabs/Indexes/Dividers	.40
11/12/03	Scanned Images	1.65
11/12/03	Scanned Images	.30
11/12/03	Scanned Images	1.20
11/12/03	Scanned Images	.45
11/12/03	Scanned Images	.60
11/12/03	Scanned Images	.60
11/12/03	Scanned Images	.75
11/12/03	Scanned Images	.75
11/12/03	Postage	.37

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/12/03	Fed Exp to: DAMIAN D CAPOZGOLA, LOS ANGELES, CA from: ERIC LIEBELER	60.26
11/12/03	Lena R Prodan - SECRETARY SUPPORT	73.09
11/13/03	Fax page charge to 216-861-4703	6.75
11/13/03	Standard Copies	21.40
11/13/03	Standard Copies	1.10
11/13/03	Standard Copies	.80
11/13/03	Standard Copies	.50
11/13/03	Standard Copies	3.40
11/13/03	Standard Copies	.80
11/13/03	Standard Copies	.30
11/13/03	Binding	1.75
11/13/03	Tabs/Indexes/Dividers	1.60
11/13/03	Scanned Images	3.30
11/13/03	Scanned Images	.30
11/13/03	Scanned Images	.75
11/13/03	Scanned Images	.30
11/13/03	Scanned Images	2.85
11/13/03	Scanned Images	.30
11/13/03	Scanned Images	3.00
11/13/03	Scanned Images	.15
11/13/03	Scanned Images	.30
11/13/03	Damian Capozzola, Working Group Meal/K&E & Others Los Angeles, CA, 11/13/03, (Prepare for Filing)	20.54
11/13/03	Lena Prodan, Working Group Meal/K&E & Others, Los Angeles, CA, 11/13/03, (Prepare for Filing)	38.15
11/13/03	Overtime Meals Damian D Capozzola	9.00
11/13/03	Lena R Prodan - SECRETARY SUPPORT	48.73
11/14/03	Telephone call to: OK CITY,OK 405-203-2463	.50
11/14/03	Telephone call to: BELTON,MO 816-322-6969	1.25
11/14/03	Telephone call to: BRITTON,OK 405-841-8287	.75
11/14/03	Telephone call to: DALLAS NE,TX 972-906-2180	1.00
11/14/03	Telephone call to: NORTHEAST,PA 570-344-1266	.75
11/14/03	Telephone call to: NORTHEAST,PA 570-947-7267	.50
11/14/03	Telephone call to: PHILADELPH,PA 215-563-0811	.50
11/14/03	Telephone call to: PHILADELPH,PA 215-563-9811	.50

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 11/07/03	10.81
11/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 11/07/03	33.32
11/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 11/12/03	8.18
11/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 11/14/03	29.53
11/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 11/01/03	9.05
11/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 11/08/03	5.72
11/14/03	Fax page charge to 212-530-5219	.75
11/14/03	Fax page charge to 216-861-4703	.75
11/14/03	Fax page charge to 816-322-6929	5.25
11/14/03	Standard Copies	.20
11/14/03	Standard Copies	3.50
11/14/03	Standard Copies	.10
11/14/03	Standard Copies	.30
11/14/03	Standard Copies	1.10
11/14/03	Standard Copies	110.90
11/14/03	Standard Copies	.30
11/14/03	Standard Copies	12.70
11/14/03	Standard Copies	1.30
11/14/03	Standard Copies	.50
11/14/03	Standard Copies	.70
11/14/03	Standard Copies	.30
11/14/03	Standard Copies	1.30
11/14/03	Standard Copies	.30
11/14/03	Standard Copies	.70
11/14/03	Standard Copies	1.40
11/14/03	Standard Copies	3.00
11/14/03	Standard Copies	.80
11/14/03	Standard Copies	.40
11/14/03	Standard Copies	.10
11/14/03	Standard Copies	1.20
11/14/03	Standard Copies	5.20
11/14/03	Standard Copies	.20
11/14/03	Tabs/Indexes/Dividers	15.00
11/14/03	Scanned Images	.60
11/14/03	Scanned Images	1.95
11/14/03	Scanned Images	8.40
11/14/03	Scanned Images	1.05
11/14/03	Scanned Images	.60
11/14/03	Scanned Images	.45
11/14/03	Scanned Images	12.30

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/14/03	Scanned Images	13.95
11/14/03	Scanned Images	14.10
11/14/03	Scanned Images	.45
11/14/03	Scanned Images	.60
11/14/03	Scanned Images	8.55
11/14/03	Scanned Images	2.55
11/14/03	Scanned Images	.60
11/14/03	Scanned Images	.60
11/14/03	Scanned Images	9.00
11/14/03	Scanned Images	6.90
11/14/03	Scanned Images	6.90
11/15/03	ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 11/08/03 - From: LAX / To: 1901 W. Farlington Street, West Covina	80.70
11/16/03	Overtime Transportation Damian D Capozzola	10.13
11/17/03	Telephone call to: GRD PR,TX 214-647-7500	.50
11/17/03	Telephone call to: BRITTON,OK 405-858-5860	.50
11/17/03	Standard Copies	8.20
11/17/03	Standard Copies	1.00
11/17/03	Standard Copies	34.20
11/17/03	Standard Copies	1.20
11/17/03	Standard Copies	1.50
11/17/03	Scanned Images	.15
11/17/03	Scanned Images	1.20
11/17/03	Scanned Images	.45
11/17/03	Fed Exp to: COURT CLERK, FREEHOLD, NJ from: DENISE WYMORE	9.83
11/18/03	Telephone call to: EASTERN,MD 410-580-4189	1.74
11/18/03	Telephone call to: DALLAS NE, TX 972-906-1120	.50
11/18/03	Telephone call to: BRITTON,OK 405-841-8287	4.48
11/18/03	Telephone call to: BRITTON,OK 405-841-8287	3.49
11/18/03	Telephone call to: BRITTON,OK 405-841-8287	1.49
11/18/03	Telephone call to: NORTHEAST, PA 570-344-1266	1.25
11/18/03	Telephone call to: NORTHEAST, PA 570-344-1266	.50
11/18/03	Telephone call to: DALLAS NE, TX	.75

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	972-906-2180	
11/18/03	Telephone call to: TREMONTON,UT 801-257-1840	.75
11/18/03	Telephone call to: GRD PR,TX 214-647-7500	.50
11/18/03	Telephone call to: CLVD N,OH 330-877-2277	.50
11/18/03	Standard Copies	1.30
11/18/03	Standard Copies	2.00
11/18/03	Standard Copies	.60
11/18/03	Standard Copies	1.90
11/18/03	Standard Copies	.40
11/18/03	Standard Copies	.70
11/18/03	Standard Copies	1.10
11/18/03	Scanned Images	20.25
11/18/03	Postage	.83
11/18/03	Calendar/Court Services - Obtain copies of documents from Texas State Court via Courtexpress.com. (E. Yep)	10.00
11/18/03	Overtime Meals Damian D Capozzola	9.00
11/19/03	Telephone call to: JOPLIN,MO 417-624-4150	.83
11/19/03	Telephone call to: JOPLIN,MO 417-629-3070	.62
11/19/03	Telephone call to: EASTERN,MO 573-774-7070	1.04
11/19/03	Telephone call to: LB AREA,CA 562-692-5680	1.04
11/19/03	Telephone call to: BRITTON,OK 405-841-8287	1.74
11/19/03	Telephone call to: BRITTON,OK 405-841-8287	.50
11/19/03	Telephone call to: BRITTON,OK 405-841-8287	.75
11/19/03	Telephone call to: E CENTRAL,FL 407-316-0393	.50
11/19/03	Telephone call to: EASTERN,MD 410-580-4189	1.00
11/19/03	Telephone call to: CLVD N,OH 330-497-0700	.50
11/19/03	Fax page charge to 405-841-8202	2.25
11/19/03	Fax page charge to 302-654-2067	.75
11/19/03	Standard Copies	240.00
11/19/03	Standard Copies	.80
11/19/03	Standard Copies	.10
11/19/03	Standard Copies	.50

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/19/03	Standard Copies	27.00
11/19/03	Standard Copies	.10
11/19/03	Standard Copies	.20
11/19/03	Standard Copies	1.20
11/19/03	Standard Copies	.40
11/19/03	Standard Copies	.10
11/19/03	Standard Copies	.50
11/19/03	Standard Copies	2.90
11/19/03	Standard Copies	.10
11/19/03	Standard Copies	.10
11/19/03	Standard Copies	.20
11/19/03	Standard Copies	.20
11/19/03	Standard Copies	.40
11/19/03	Standard Copies	8.20
11/19/03	Standard Copies	24.20
11/19/03	Binding	1.75
11/19/03	Tabs/Indexes/Dividers	1.50
11/19/03	Tabs/Indexes/Dividers	3.00
11/19/03	Scanned Images	.15
11/19/03	Scanned Images	.60
11/19/03	Scanned Images	.60
11/19/03	Scanned Images	.45
11/19/03	Scanned Images	5.55
11/19/03	Fed Exp to: HARTLEY MARTYN, CLEVELAND, OH from: ED YEP	57.17
11/19/03	Sharifah S Abdullah - SECRETARY SUPPORT	48.73
11/20/03	Telephone call to: BESSEMER, PA 412-667-7905	.50
11/20/03	Telephone call to: BRITTON, OK 405-841-8008	1.00
11/20/03	Telephone call to: MINNEAPOLIS, MN 612-339-5863	.50
11/20/03	Fax page charge to 202-965-3063	.75
11/20/03	Fax page charge to 216-861-4703	.75
11/20/03	Fax page charge to 212-822-5411	.75
11/20/03	Fax page charge to 302-652-1111	.75
11/20/03	Standard Copies	165.60
11/20/03	Standard Copies	1.70
11/20/03	Standard Copies	1.90
11/20/03	Standard Copies	.80
11/20/03	Standard Copies	.10
11/20/03	Standard Copies	85.10
11/20/03	Standard Copies	8.80
11/20/03	Standard Copies	.10
11/20/03	Standard Copies	3.30
11/20/03	Standard Copies	24.80

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/20/03	Standard Copies	1.90
11/20/03	Standard Copies	15.20
11/20/03	Standard Copies	14.00
11/20/03	Standard Copies	2.20
11/20/03	Standard Copies	.10
11/20/03	Standard Copies	4.00
11/20/03	Standard Copies	.10
11/20/03	Standard Copies	2.60
11/20/03	Standard Copies	3.40
11/20/03	Standard Copies	.40
11/20/03	Standard Copies	.90
11/20/03	Standard Copies	106.10
11/20/03	Standard Copies	124.10
11/20/03	Tabs/Indexes/Dividers	24.60
11/20/03	Tabs/Indexes/Dividers	2.50
11/20/03	Tabs/Indexes/Dividers	2.20
11/20/03	Tabs/Indexes/Dividers	16.00
11/20/03	Scanned Images	34.20
11/20/03	Scanned Images	18.45
11/20/03	Scanned Images	.90
11/20/03	Scanned Images	6.15
11/20/03	Scanned Images	1.65
11/20/03	Scanned Images	.90
11/20/03	Scanned Images	1.35
11/20/03	Scanned Images	3.00
11/20/03	Scanned Images	1.80
11/20/03	Scanned Images	4.80
11/20/03	Scanned Images	1.80
11/20/03	Scanned Images	1.35
11/20/03	Scanned Images	2.40
11/20/03	Scanned Images	.60
11/20/03	Scanned Images	.60
11/20/03	Scanned Images	9.90
11/20/03	Scanned Images	84.30
11/20/03	Scanned Images	.30
11/20/03	Scanned Images	17.70
11/20/03	Scanned Images	.75
11/20/03	Scanned Images	8.85
11/20/03	Scanned Images	9.90
11/20/03	Scanned Images	1.50
11/20/03	Scanned Images	1.50
11/20/03	Scanned Images	1.05
11/20/03	Scanned Images	.45
11/20/03	Scanned Images	.75
11/20/03	Scanned Images	1.95
11/20/03	Scanned Images	1.05

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/20/03	Fed Exp to:SEE ADDRESS LABEL,LOS ANGELES,CA from:MAILROOM	16.74
11/20/03	Fed Exp to:SEE ADDRESS LABEL,LOS ANGELES,CA from:MAILROOM	16.74
11/20/03	Fed Exp to:SEE ADDRESS LABEL,LOS ANGELES,CA from:MAILROOM	17.82
11/20/03	Fed Exp to:SEE ADDRESS LABEL,LOS ANGELES,CA from:MAILROOM	17.82
11/20/03	Fed Exp to:SEE ADDRESS LABEL,LOS ANGELES,CA from:MAILROOM	17.82
11/20/03	Fed Exp to:SEE ADDRESS LABEL,LOS ANGELES,CA from:MAILROOM	17.82
11/20/03	Fed Exp to:SEE ADDRESS LABEL,LOS ANGELES,CA from:MAILROOM	17.82
11/20/03	DDS DOCUMENT DUPLICATION SERVICE - Outside Copy/Binding Services - Heavy litigation copies	976.07
11/20/03	Overtime Meals Damian D Capozzola	9.00
11/21/03	Telephone call to: OKLA CITY,OK 405-627-7428	1.99
11/21/03	Telephone call to: BRITTON,OK 405-841-8287	1.74
11/21/03	Telephone call to: BRITTON,OK 405-841-8287	.50
11/21/03	Telephone call to: BRITTON,OK 405-841-8008	9.97
11/21/03	Telephone call to: TREMONTON,UT 801-257-1840	1.49
11/21/03	Telephone call to: DALLAS NE,TX 972-906-1359	3.74
11/21/03	Telephone call to: CLEVELAND,OH 216-251-3050	1.00
11/21/03	Fax page charge to 212-530-5219	.75
11/21/03	Fax page charge to 216-861-4703	.75
11/21/03	Fax page charge to 216-861-4703	3.75
11/21/03	Fax page charge to 212-530-5219	3.75
11/21/03	Fax page charge to 619-702-9029	1.50
11/21/03	Fax page charge to 212-530-5219	9.00
11/21/03	Fax page charge to 216-861-4703	9.00
11/21/03	Standard Copies	.10
11/21/03	Standard Copies	1.20
11/21/03	Standard Copies	2.40
11/21/03	Standard Copies	3.20
11/21/03	Standard Copies	2.00
11/21/03	Standard Copies	.80
11/21/03	Standard Copies	1.60
11/21/03	Standard Copies	.80
11/21/03	Standard Copies	2.40

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/21/03	Standard Copies	3.20
11/21/03	Standard Copies	6.30
11/21/03	Standard Copies	1.70
11/21/03	Standard Copies	.40
11/21/03	Standard Copies	17.10
11/21/03	Standard Copies	13.40
11/21/03	Standard Copies	.40
11/21/03	Standard Copies	5.00
11/21/03	Standard Copies	2.40
11/21/03	Standard Copies	128.00
11/21/03	Standard Copies	4.80
11/21/03	Standard Copies	1.20
11/21/03	Standard Copies	1.50
11/21/03	Standard Copies	5.20
11/21/03	Standard Copies	.80
11/21/03	Standard Copies	4.40
11/21/03	Standard Copies	1.20
11/21/03	Standard Copies	5.20
11/21/03	Standard Copies	.40
11/21/03	Standard Copies	.60
11/21/03	Binding	7.00
11/21/03	Binding	3.50
11/21/03	Tabs/Indexes/Dividers	4.00
11/21/03	Scanned Images	.30
11/21/03	Scanned Images	1.35
11/21/03	Scanned Images	1.65
11/21/03	Scanned Images	.15
11/21/03	Scanned Images	2.10
11/21/03	Fed Exp to:RICHARD L. WYNNE,WOODLAND HILLS,CA from:ERICKA SUAREZ	20.44
11/21/03	MATRIX LEGAL, INC. - Outside Paralegal Assistance San Diego, Neal w/e 11/16/03	950.36
11/21/03	COURTEXPRESS.COM - Information Broker Doc/Svcs - Copy documents from Texas State Court per Ed Yep	214.00
11/21/03	Overtime Meals Damian D Capozzola	9.00
11/21/03	Overtime Meals Damian D Capozzola	9.00
11/22/03	Standard Copies	4.70
11/22/03	Standard Copies	5.10
11/22/03	Standard Copies	5.60
11/22/03	Fed Exp to:SCOTTA MCFARLAND, ESQ.,WILMINGTON,DE from:ED YEP	211.54
11/22/03	Fed Exp to:SCOTTA MCFARLAND, ESQ.,WILMINGTON,DE from:ED YEP	187.20
11/22/03	Fed Exp to:SCOTTA MCFARLAND, ESQ.,WILMINGTON,DE from:ED YEP	187.20

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/22/03	Fed Exp to:SCOTTA MCFARLAND, ESQ.,WILMINGTON,DE from:ED YEP	124.80
11/22/03	Fed Exp to:SCOTTA MCFARLAND, ESQ.,WILMINGTON,DE from:ED YEP	124.80
11/23/03	Eric Liebeler, Fax, 11/23/03, (Court Hearing)	2.00
11/23/03	Standard Copies	.710
11/23/03	Standard Copies	10.80
11/23/03	Standard Copies	7.90
11/24/03	Eric Liebeler, Telephone While Traveling, 11/24/03, (Court Hearing)	14.01
11/24/03	Telephone call to: BRITTON,OK 405-841-8214	.50
11/24/03	Telephone call to: SAN FRAN,CA 415-439-1439	1.03
11/24/03	Fax page charge to 216-861-4703	.75
11/24/03	Fax page charge to 302-652-1111	.75
11/24/03	Fax page charge to 212-822-5411	.75
11/24/03	Standard Copies	100.20
11/24/03	Tabs/Indexes/Dividers	20.00
11/24/03	Scanned Images	.60
11/24/03	Scanned Images	.45
11/24/03	Scanned Images	6.15
11/25/03	Telephone call to: DALLAS NE, TX 972-906-2180	.50
11/25/03	Standard Copies	.50
11/25/03	Standard Copies	4.10
11/25/03	Standard Copies	3.70
11/25/03	Standard Copies	1.20
11/25/03	Standard Copies	2.60
11/25/03	Standard Copies	1.60
11/25/03	Standard Copies	.20
11/25/03	Standard Copies	3.00
11/25/03	Scanned Images	.90
11/25/03	Scanned Images	4.50
11/26/03	Fax page charge to 202-296-3468	.75
11/26/03	Standard Copies	50.10
11/26/03	Scanned Images	1.20
11/26/03	Scanned Images	.30
11/26/03	Scanned Images	.60
11/27/03	Overtime Transportation Damian D Capozzola	18.00
11/27/03	Overtime Meals Damian D Capozzola	9.00
11/28/03	MATRIX LEGAL, INC. - Outside Paralegal Assistance San Diego, Neal w/e 11/23/03	1,708.28
11/30/03	LEXISNEXIS - Computer Database Research,	217.25

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 31, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	LexisNexisDatabase Usage for November 2003	
11/30/03	LEXISNEXIS - Computer Database Research - LexisNexis Database Usage for November, 2003	105.83
	Total Expenses	\$ 14,682.17